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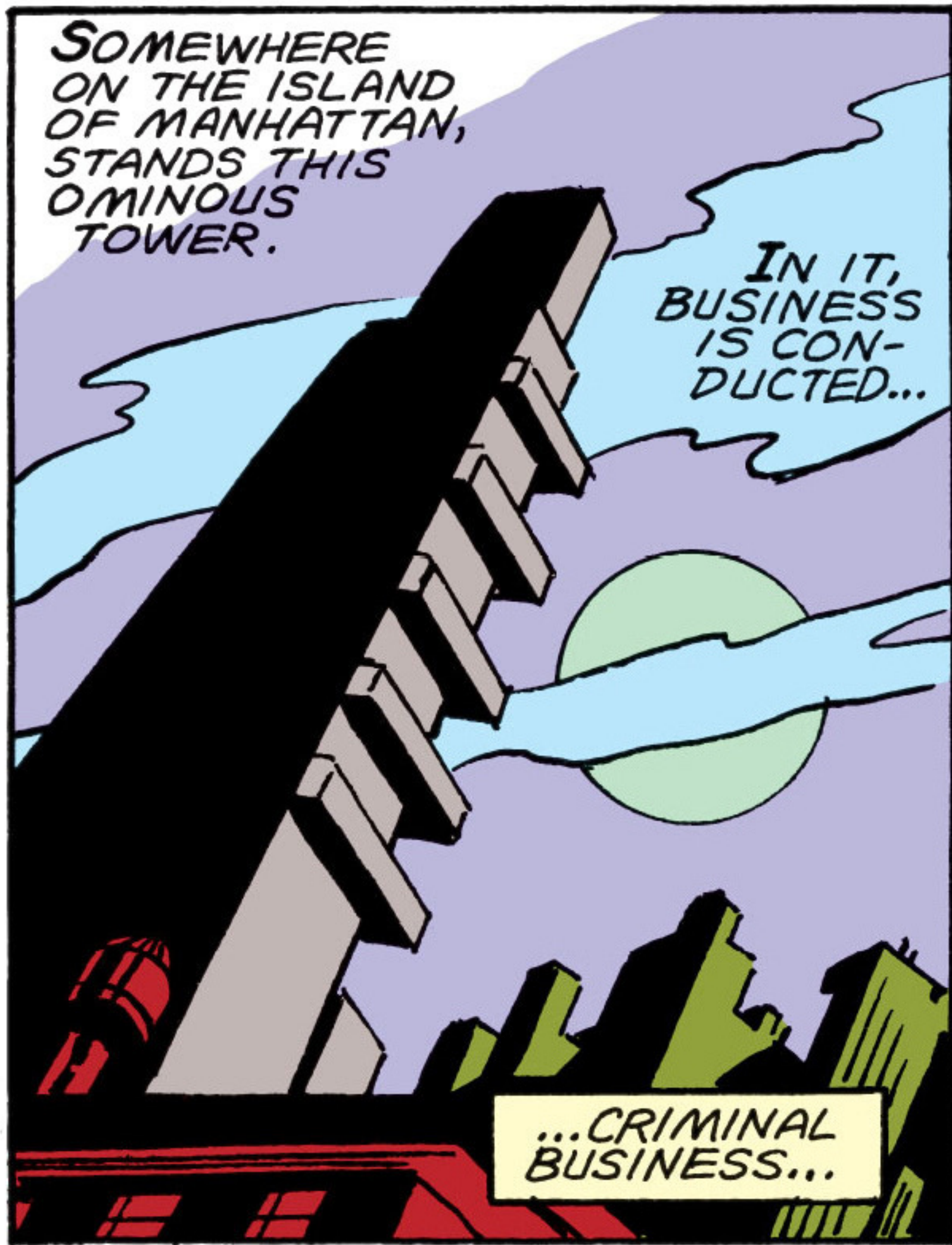
APPROVED
BY THE
COMICS
CODE
AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

DON'T HATE
ME, SPIDER-MAN!
WHAT I DID, I
DID FOR YOUR
LOVE!



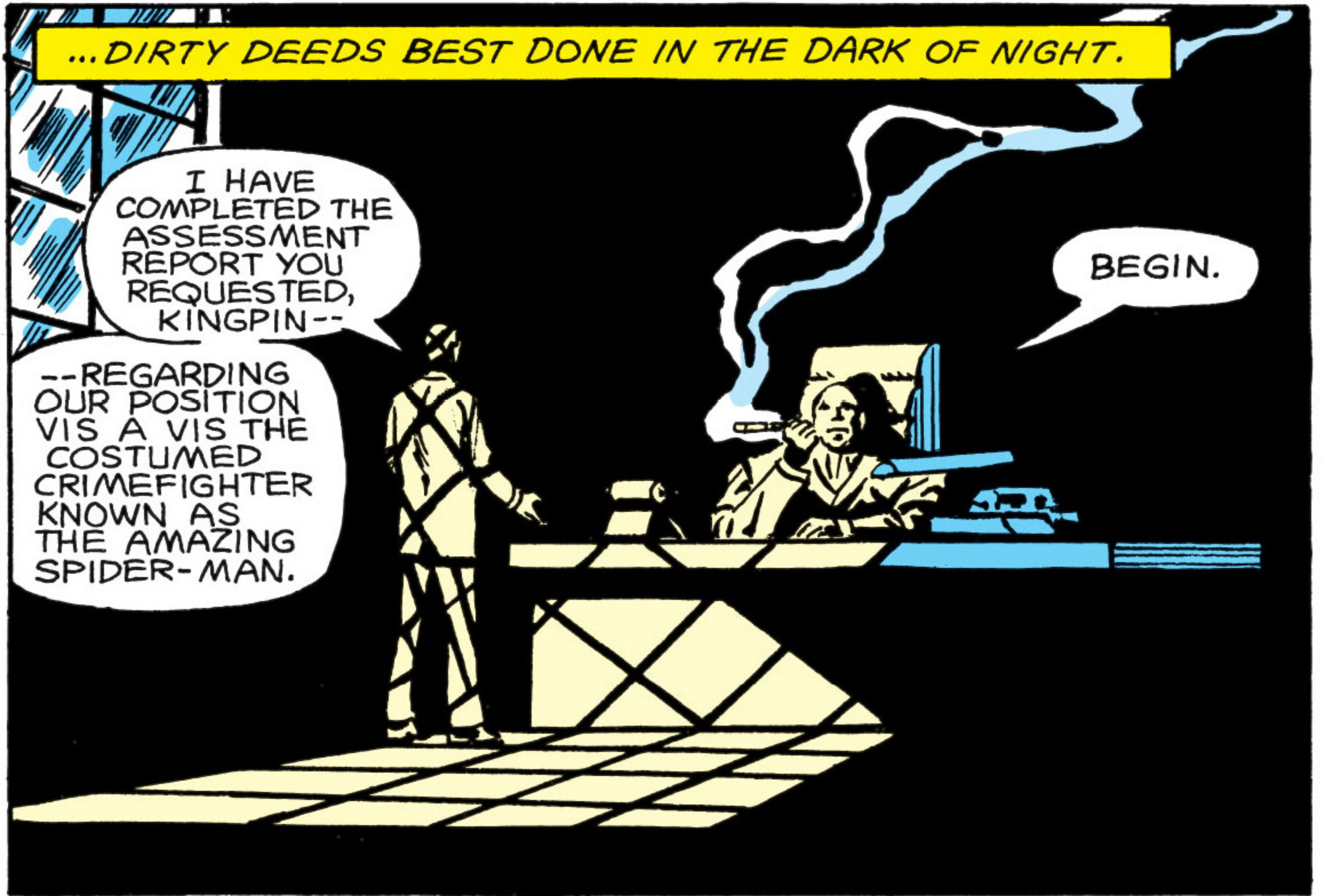
YOU'LL NEVER FORGET...
POWER-SEARCH!



SOMEWHERE ON THE ISLAND OF MANHATTAN, STANDS THIS OMINOUS TOWER.

IN IT, BUSINESS IS CONDUCTED...

...CRIMINAL BUSINESS...



...DIRTY DEEDS BEST DONE IN THE DARK OF NIGHT.

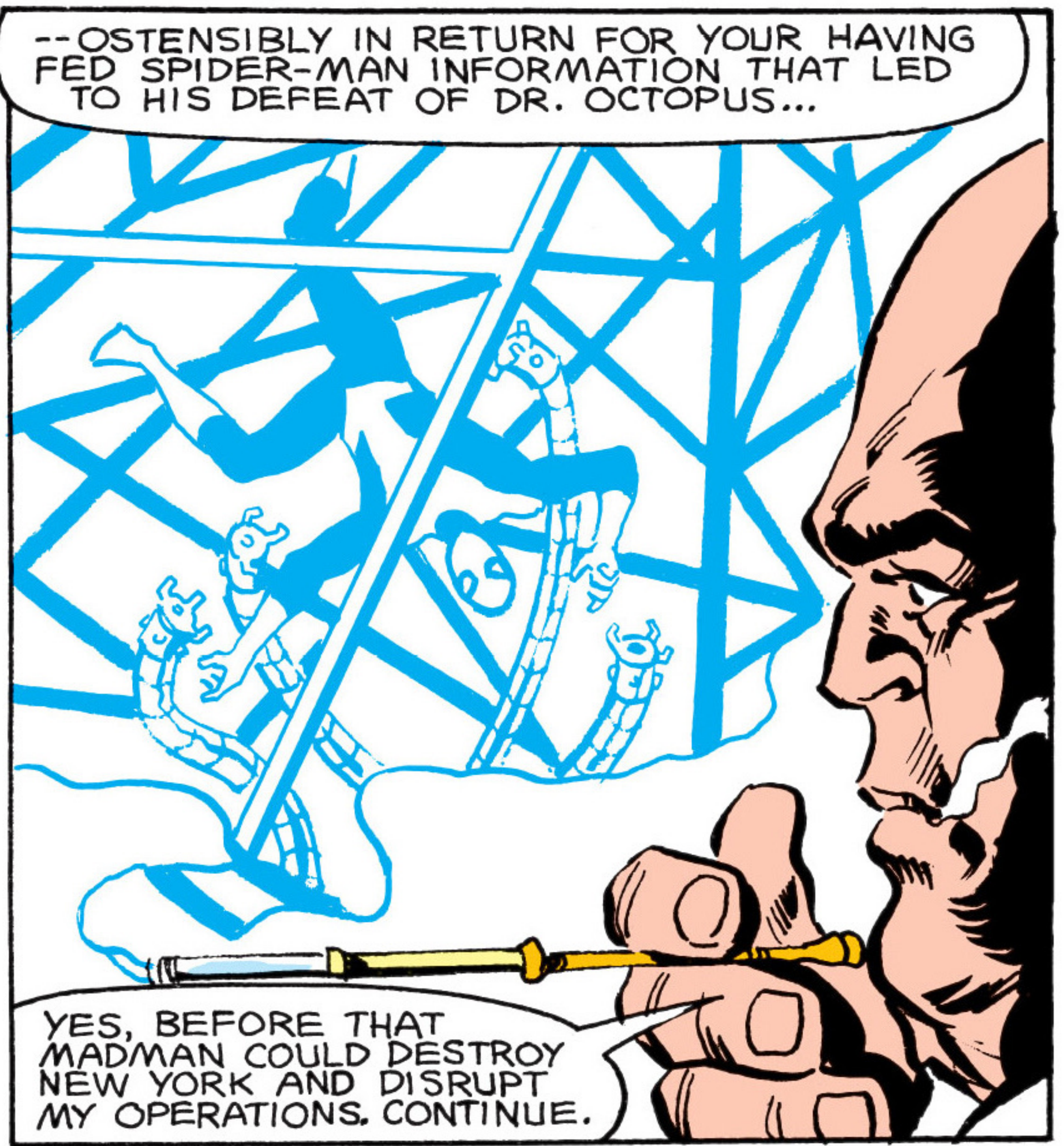
I HAVE COMPLETED THE ASSESSMENT REPORT YOU REQUESTED, KINGPIN--

--REGARDING OUR POSITION VIS A VIS THE COSTUMED CRIMEFIGHTER KNOWN AS THE AMAZING SPIDER-MAN.

BEGIN.

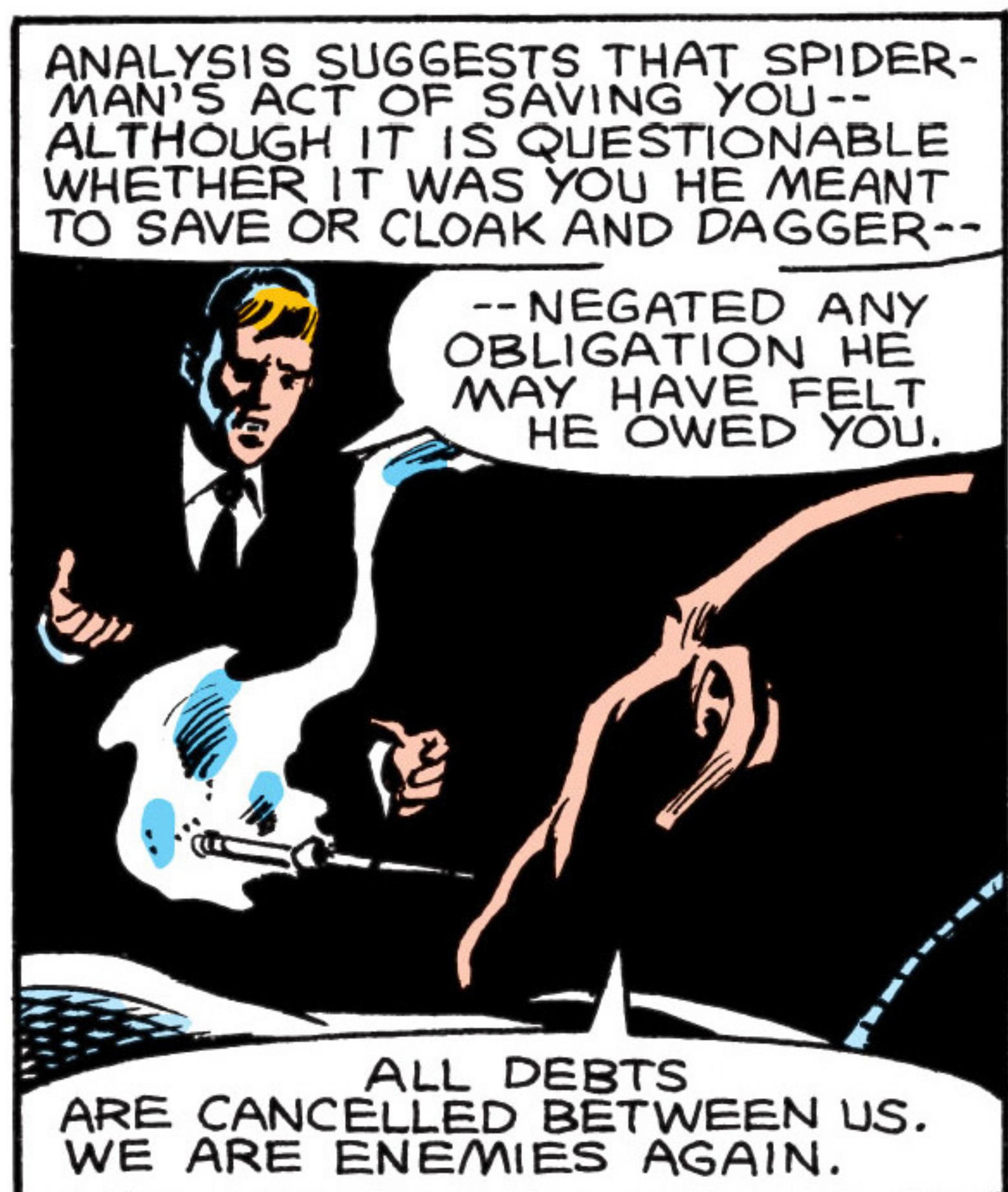


YOU TWO WERE THE DEADLIEST OF ENEMIES. THEN SPIDER-MAN INTERVENED TO PROTECT YOU FROM A PAIR OF VIGILANTIES, CLOAK AND DAGGER--



--OSTENSIBLY IN RETURN FOR YOUR HAVING FED SPIDER-MAN INFORMATION THAT LED TO HIS DEFEAT OF DR. OCTOPUS...

YES, BEFORE THAT MADMAN COULD DESTROY NEW YORK AND DISRUPT MY OPERATIONS. CONTINUE.



ANALYSIS SUGGESTS THAT SPIDER-MAN'S ACT OF SAVING YOU-- ALTHOUGH IT IS QUESTIONABLE WHETHER IT WAS YOU HE MEANT TO SAVE OR CLOAK AND DAGGER--

--NEGATED ANY OBLIGATION HE MAY HAVE FELT HE OWED YOU.

ALL DEBTS ARE CANCELLED BETWEEN US. WE ARE ENEMIES AGAIN.



RIGHT, AND WITH ELEKTRA DEAD AND BULLSEYE OUT OF THE COUNTRY, IT BEHOOVES YOU TO TRAIN A NEW ASSASSIN--

--WITH THE POWER TO PROTECT YOU FROM SPIDER-MAN.



I AM WORKING ON THAT...

...EVEN NOW.

Stan Lee
PRESENTS:

POWER-SEARCH!

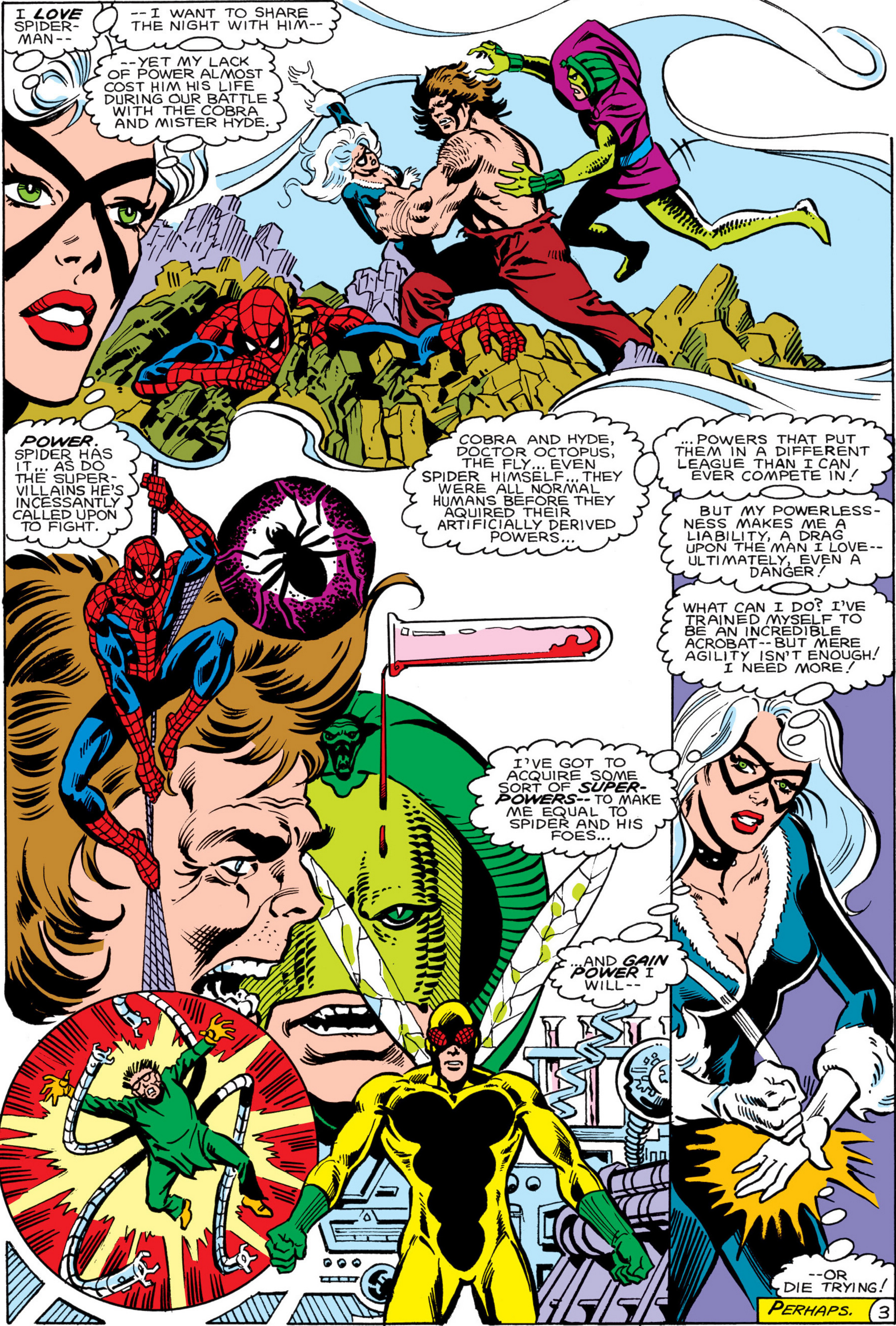
BILL MANTLO
STORY
AL MILGROM
PENCILS
JIM MOONEY
INKS
DIANA ALBERS
LETTERS
GLYNIS WEIN
COLORS
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF



THIS BEAUTIFUL
YOUNG WOMAN
IS FELICIA HARDY,
THE BLACK CAT.

TWO NIGHTS AGO,
SHE HAD IT ALL--
AND LOST IT.

TONIGHT SHE IS SEARCHING
FOR THE **POWER** TO GET
IT ALL BACK.



I LOVE SPIDER-MAN--

-- I WANT TO SHARE THE NIGHT WITH HIM--

--YET MY LACK OF POWER ALMOST COST HIM HIS LIFE DURING OUR BATTLE WITH THE COBRA AND MISTER HYDE.

POWER. SPIDER HAS IT... AS DO THE SUPER-VILLAINS HE'S INCESSANTLY CALLED UPON TO FIGHT.

COBRA AND HYDE, DOCTOR OCTOPUS, THE FLY... EVEN SPIDER HIMSELF... THEY WERE ALL NORMAL HUMANS BEFORE THEY AQUIRED THEIR ARTIFICIALLY DERIVED POWERS...

... POWERS THAT PUT THEM IN A DIFFERENT LEAGUE THAN I CAN EVER COMPETE IN!

BUT MY POWERLESSNESS MAKES ME A LIABILITY, A DRAG UPON THE MAN I LOVE-- ULTIMATELY, EVEN A DANGER!

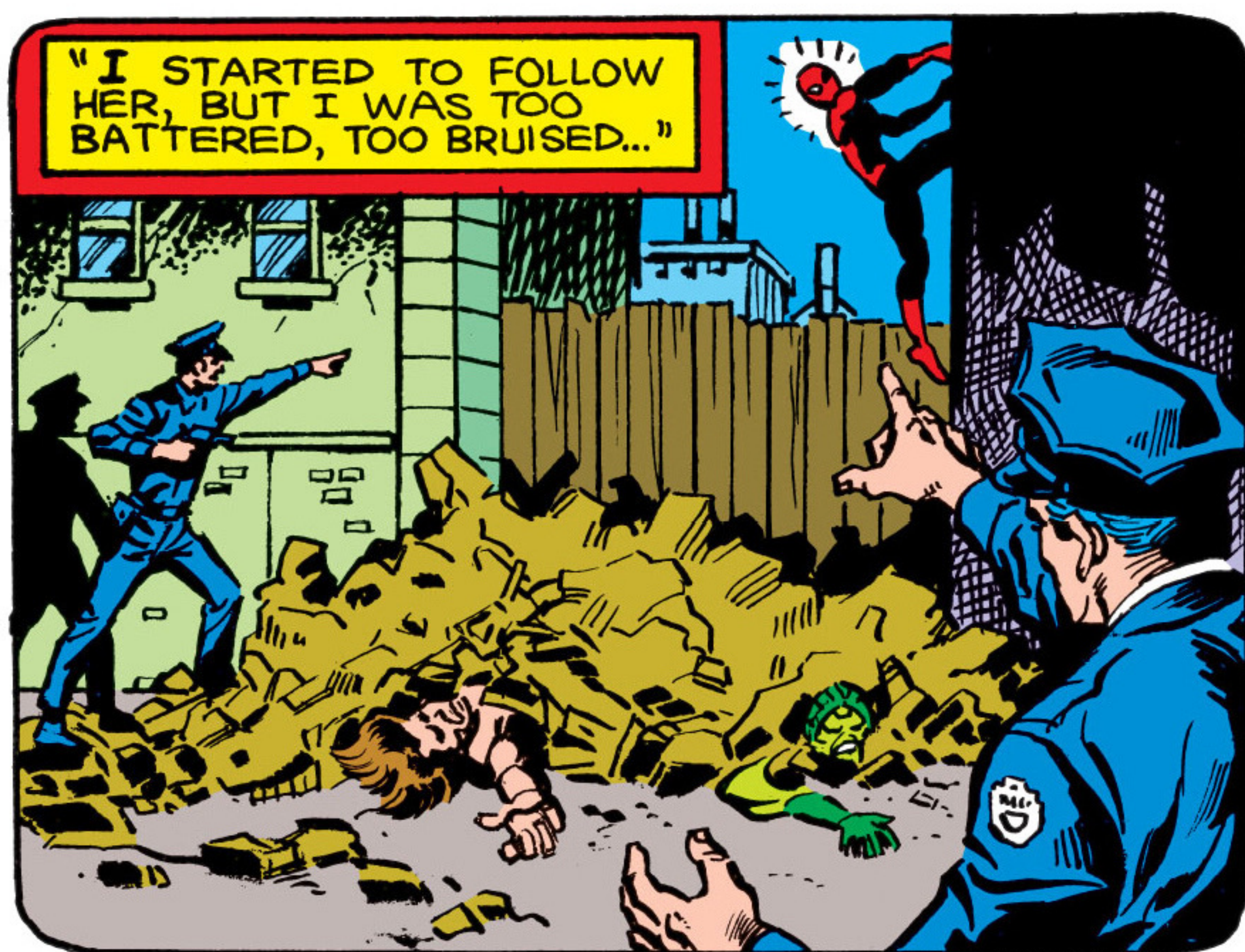
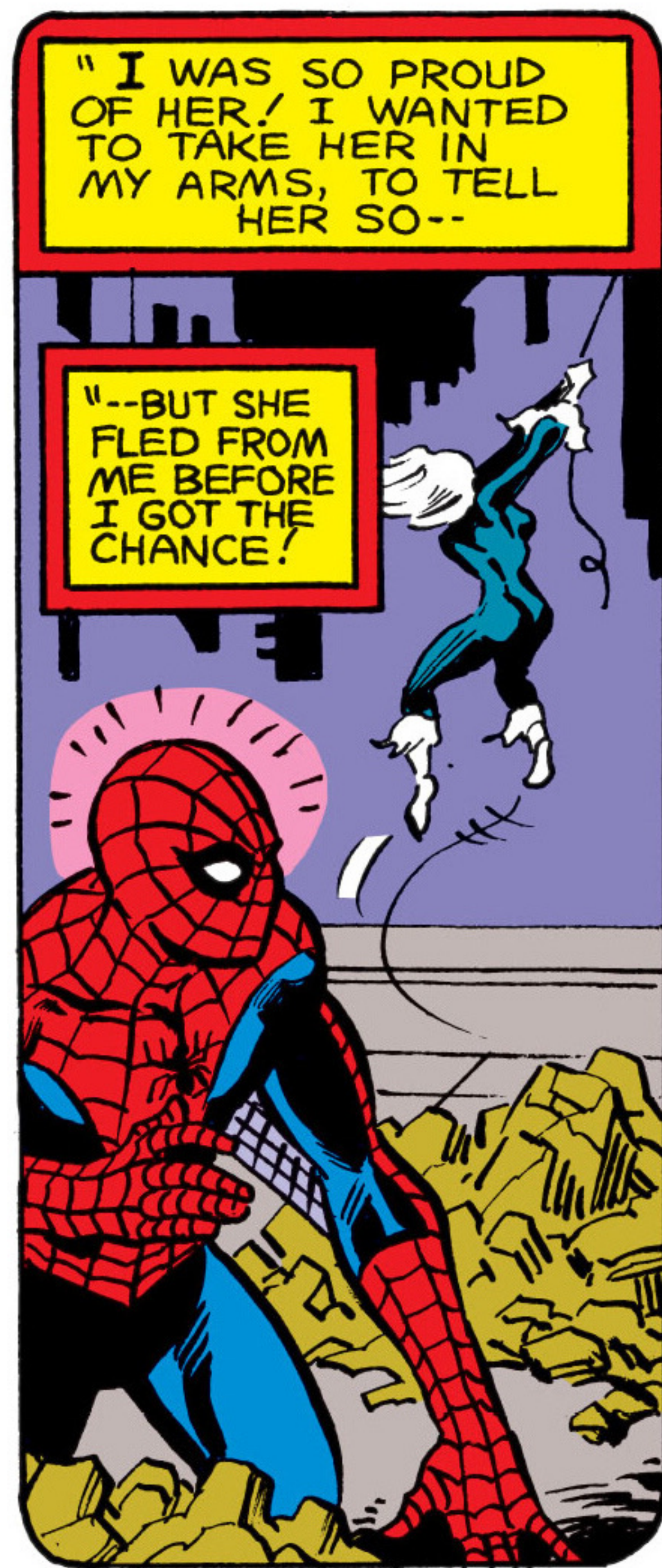
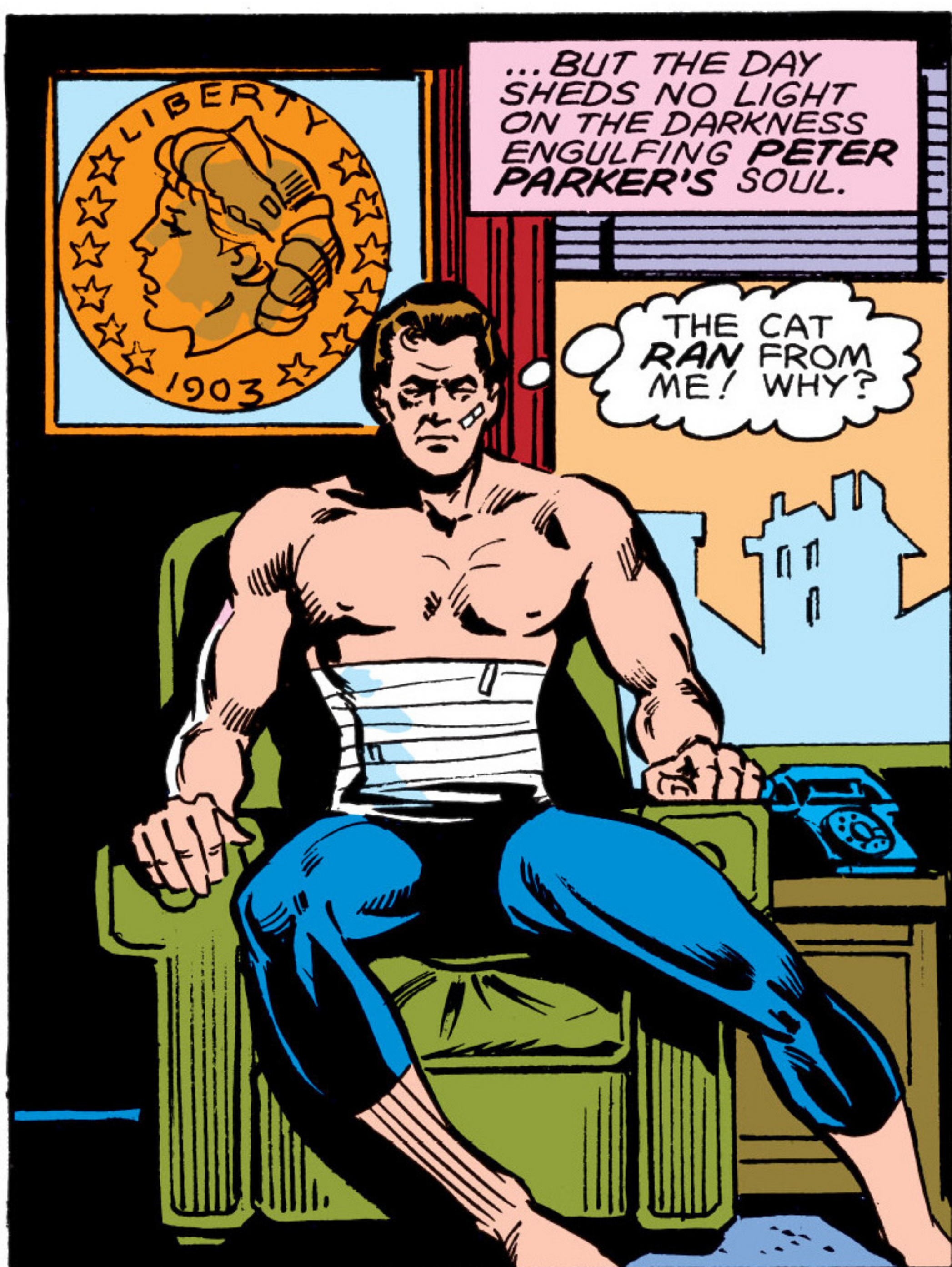
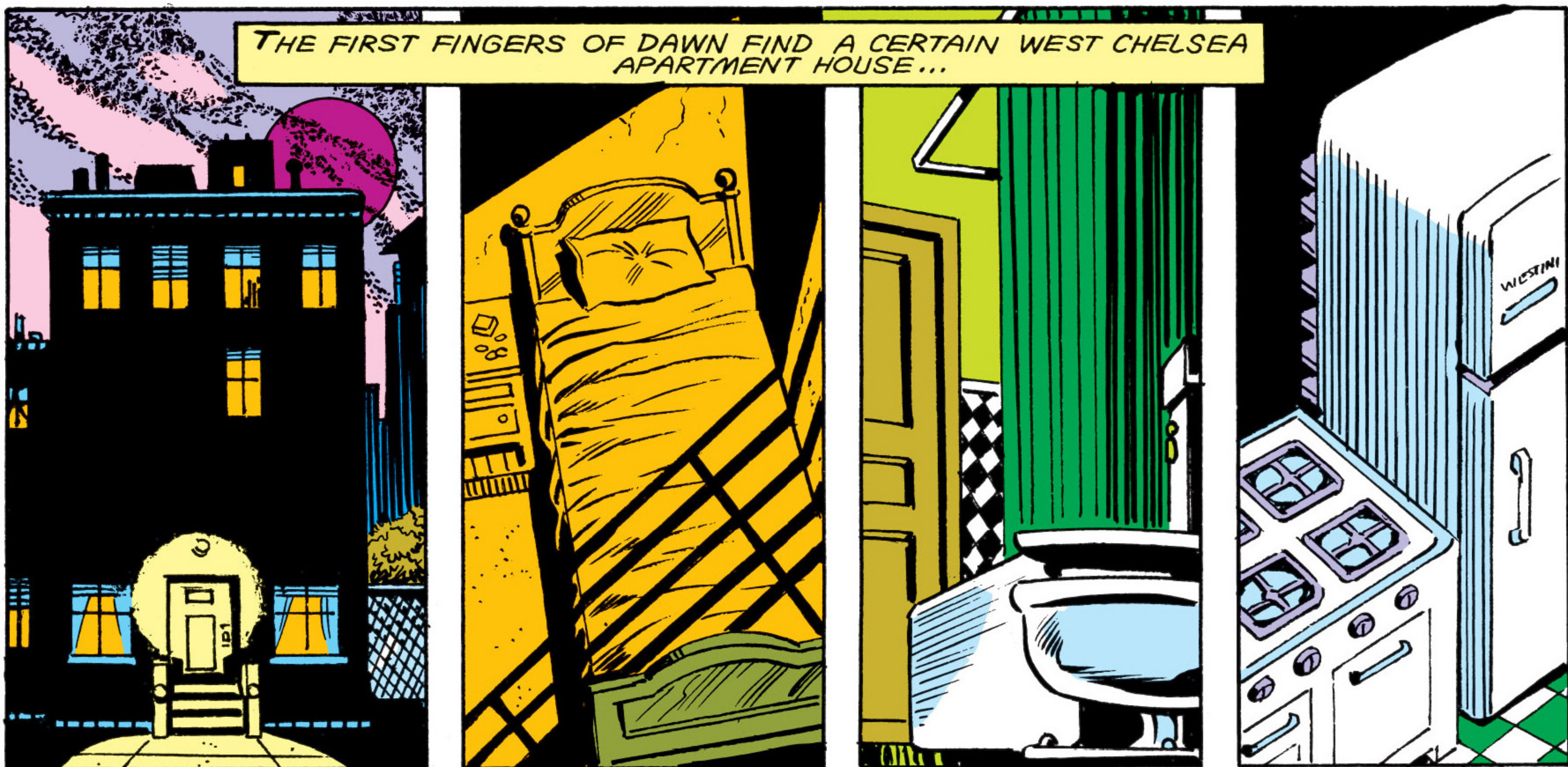
WHAT CAN I DO? I'VE TRAINED MYSELF TO BE AN INCREDIBLE ACROBAT-- BUT MERE AGILITY ISN'T ENOUGH! I NEED MORE!

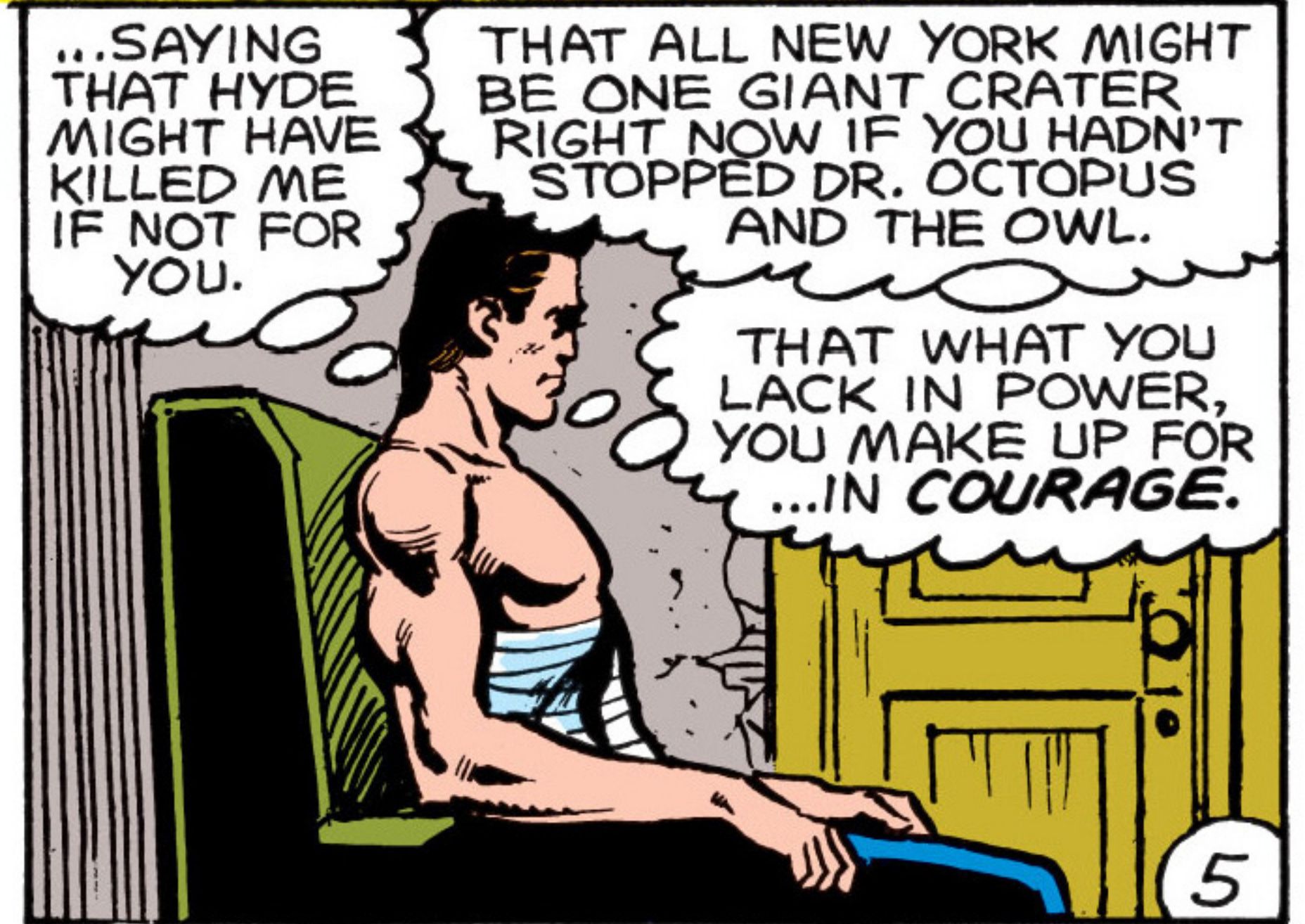
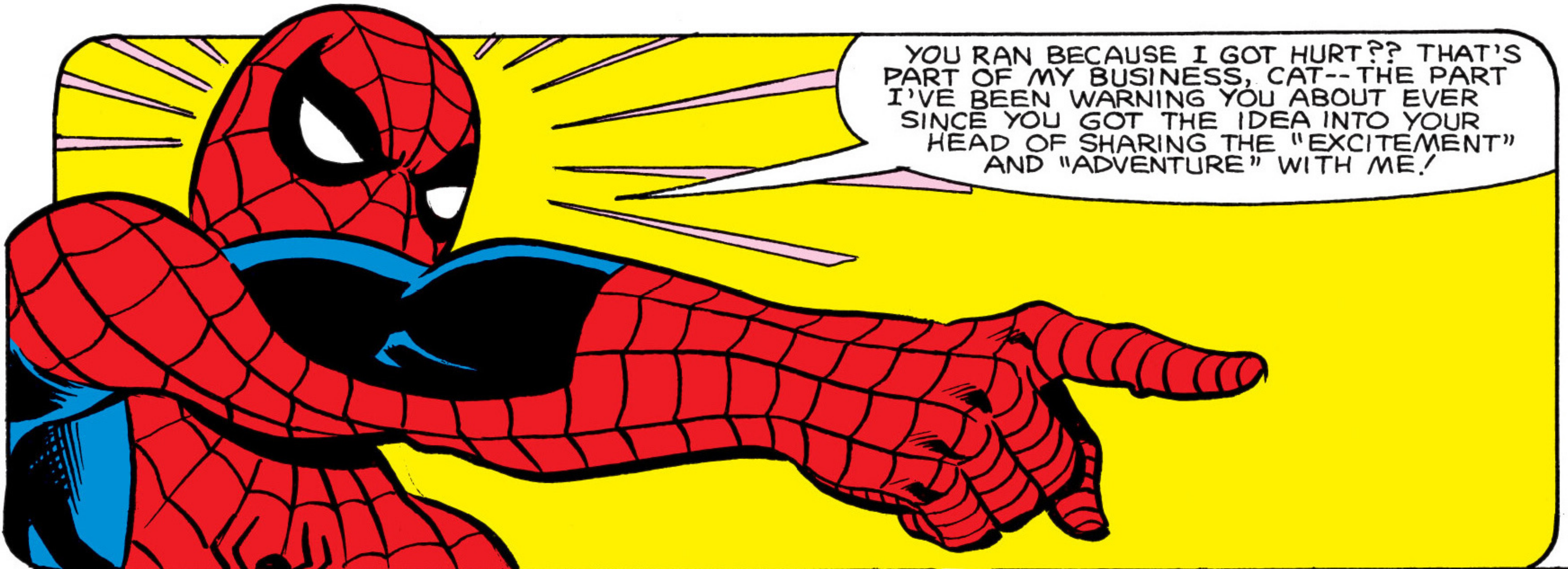
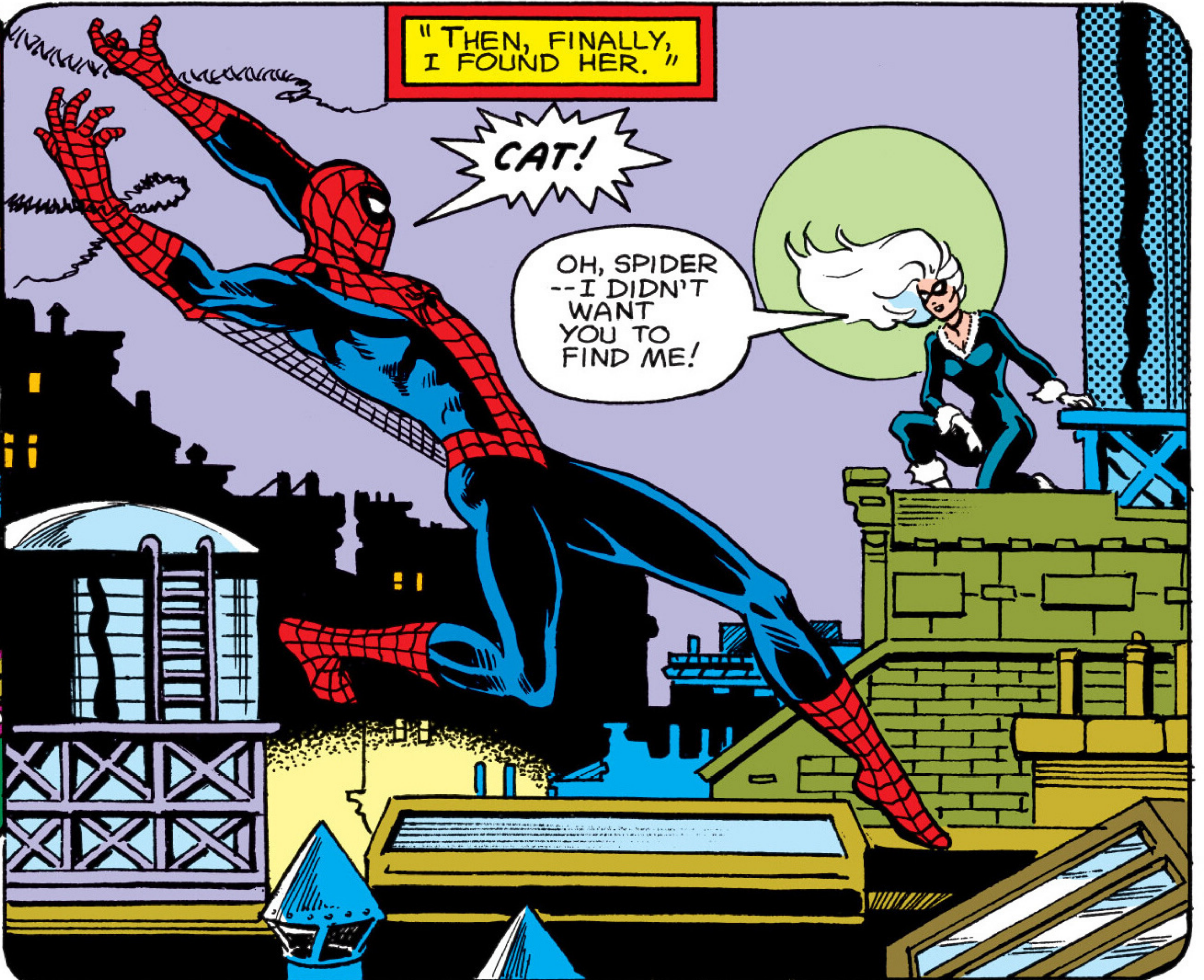
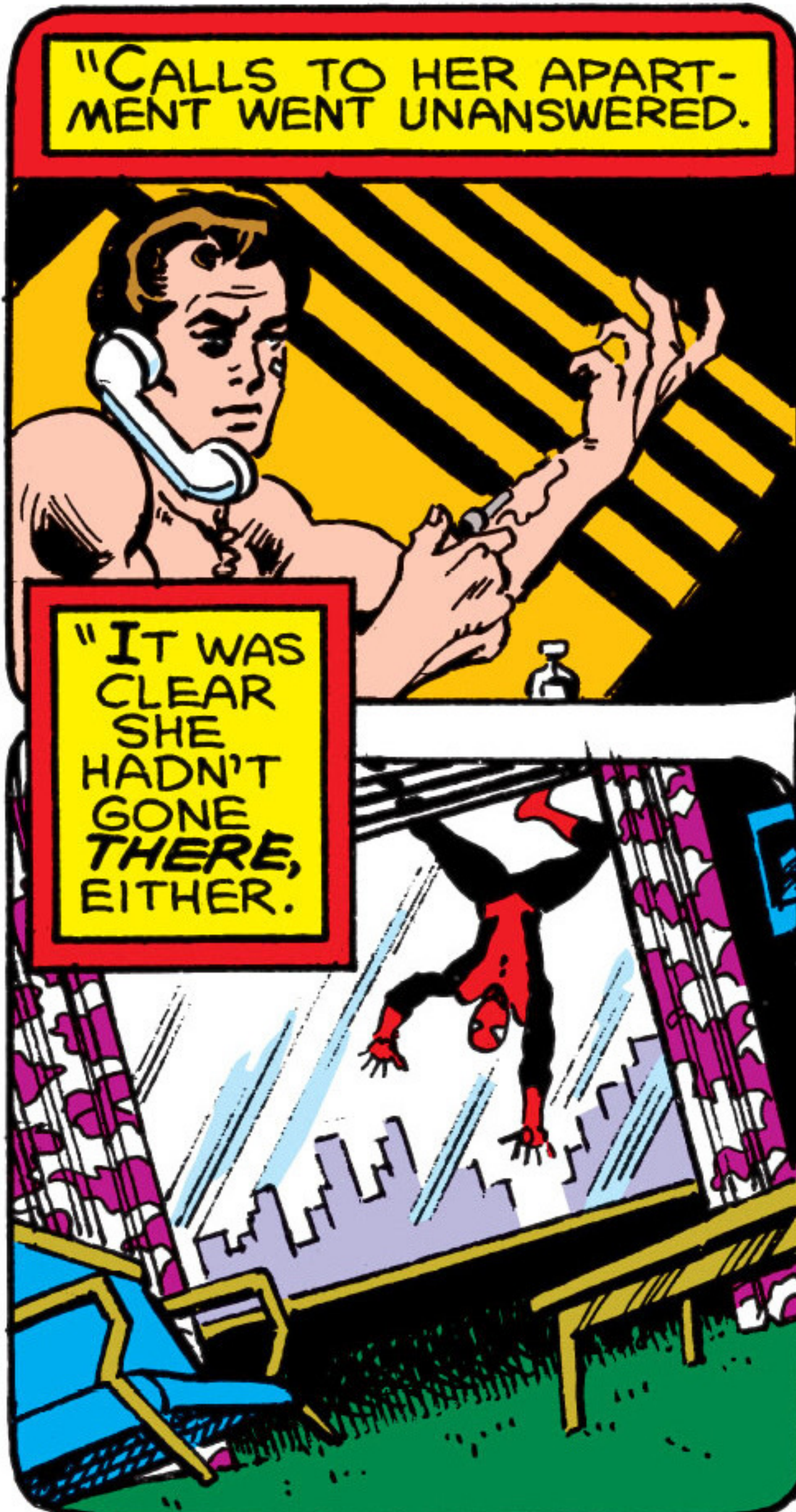
I'VE GOT TO ACQUIRE SOME SORT OF **SUPER-POWERS**-- TO MAKE ME EQUAL TO SPIDER AND HIS FOES...

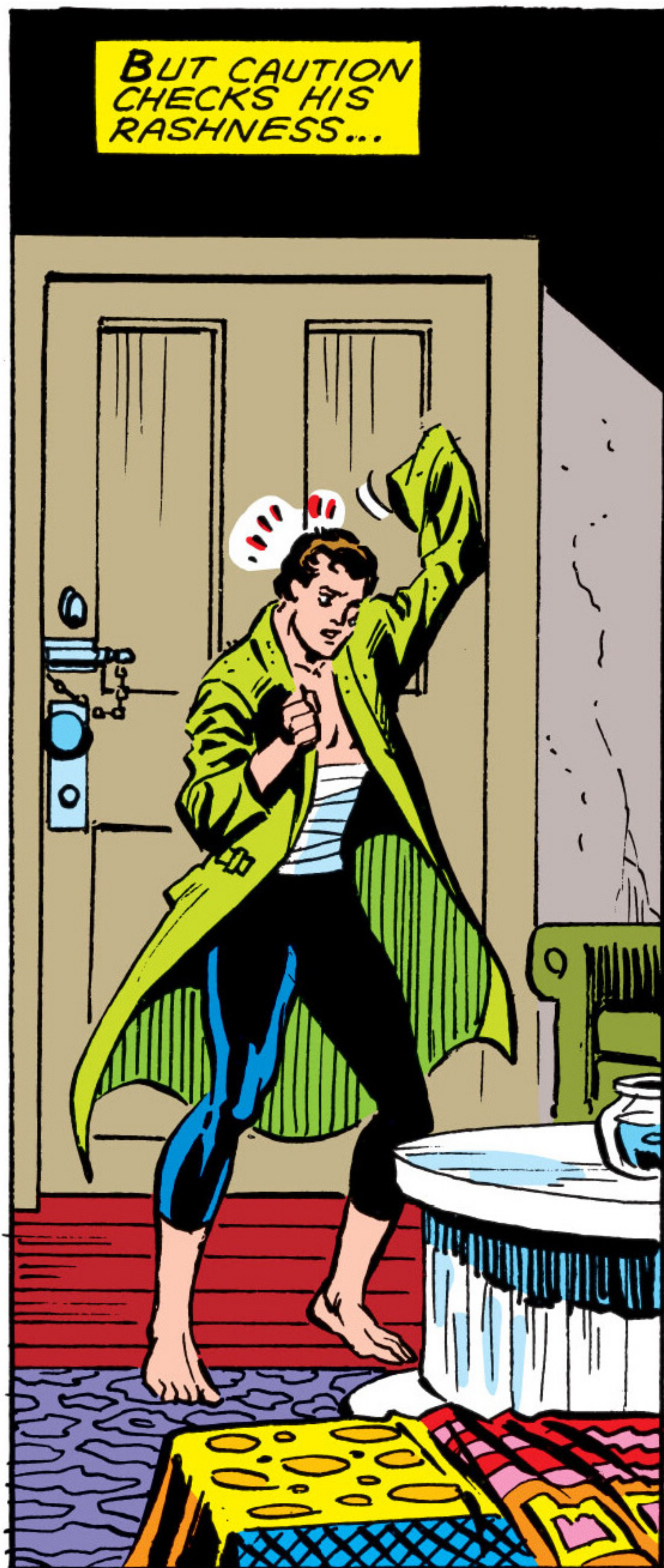
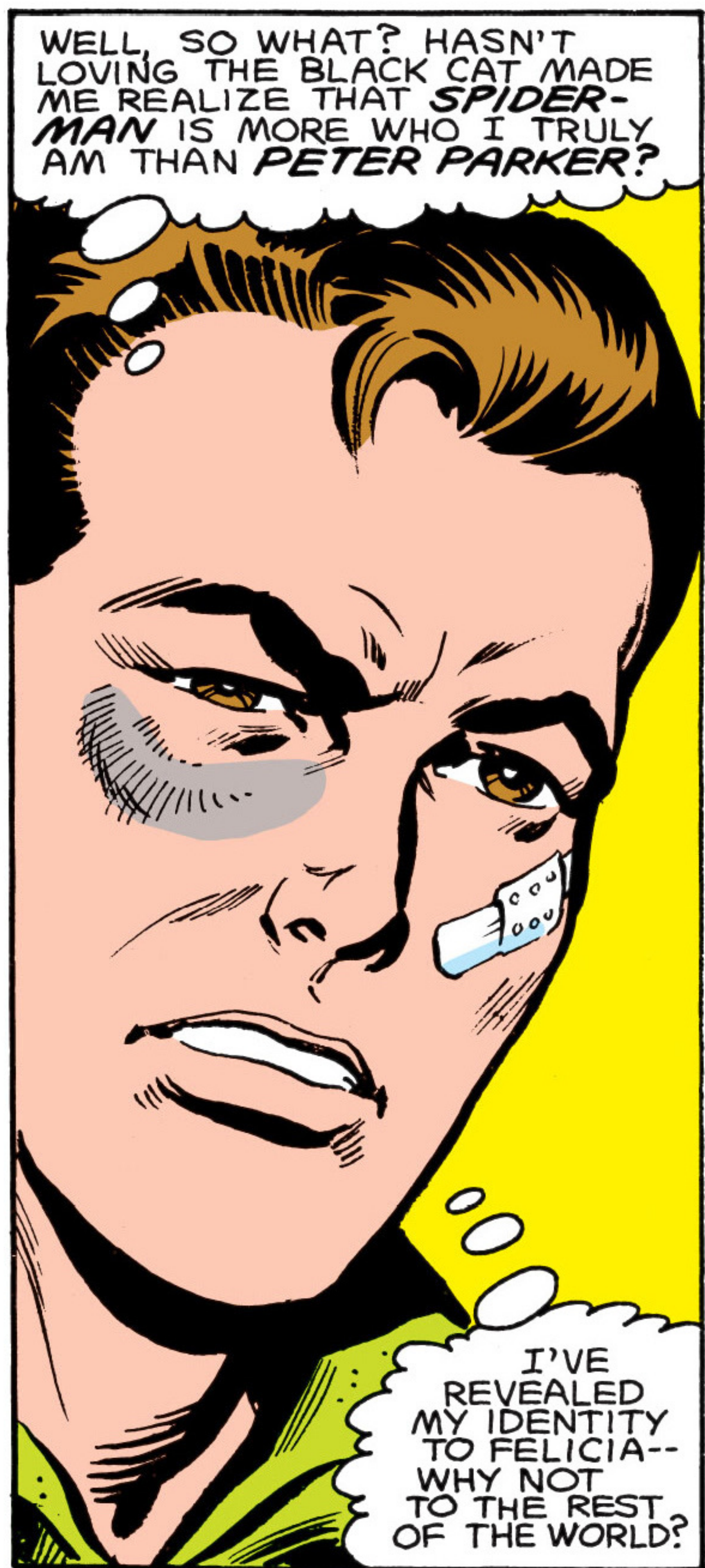
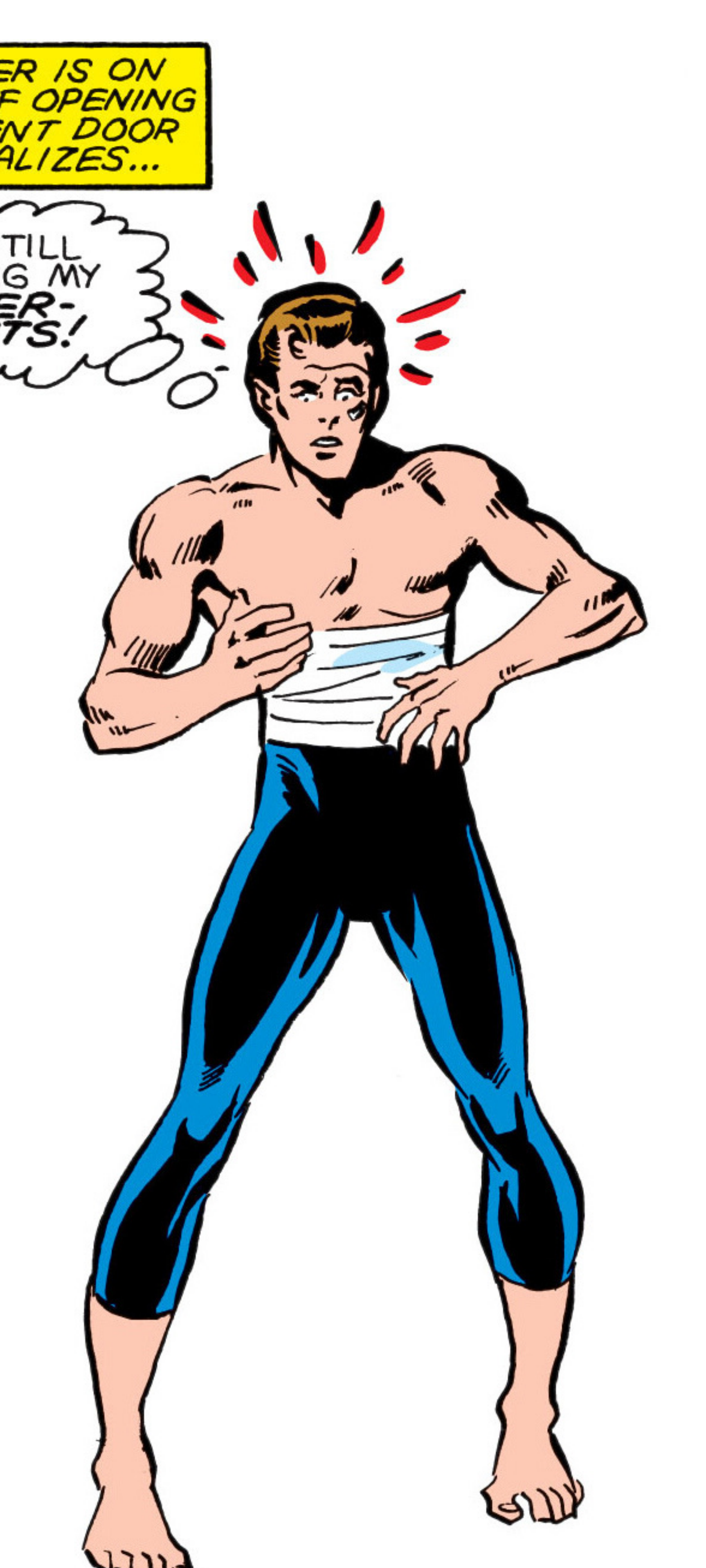
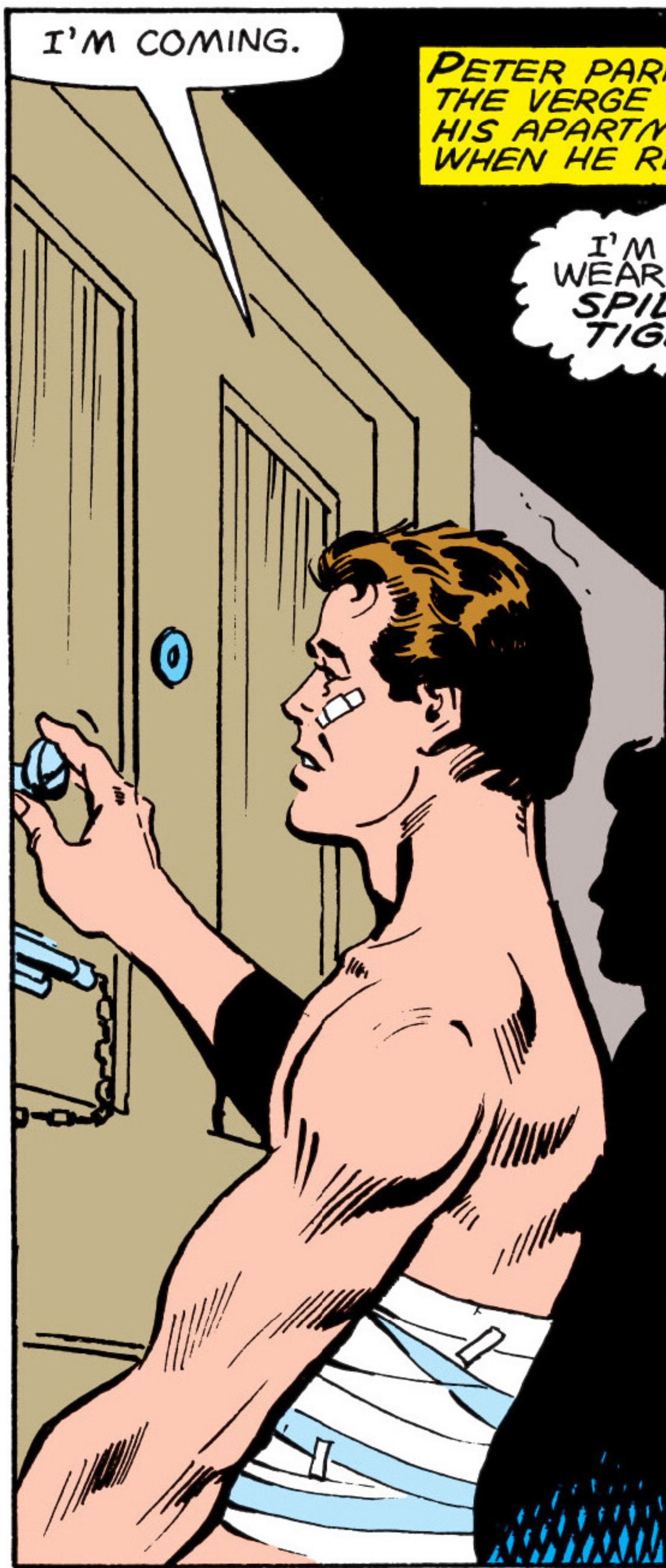
...AND **GAIN POWER** I WILL--

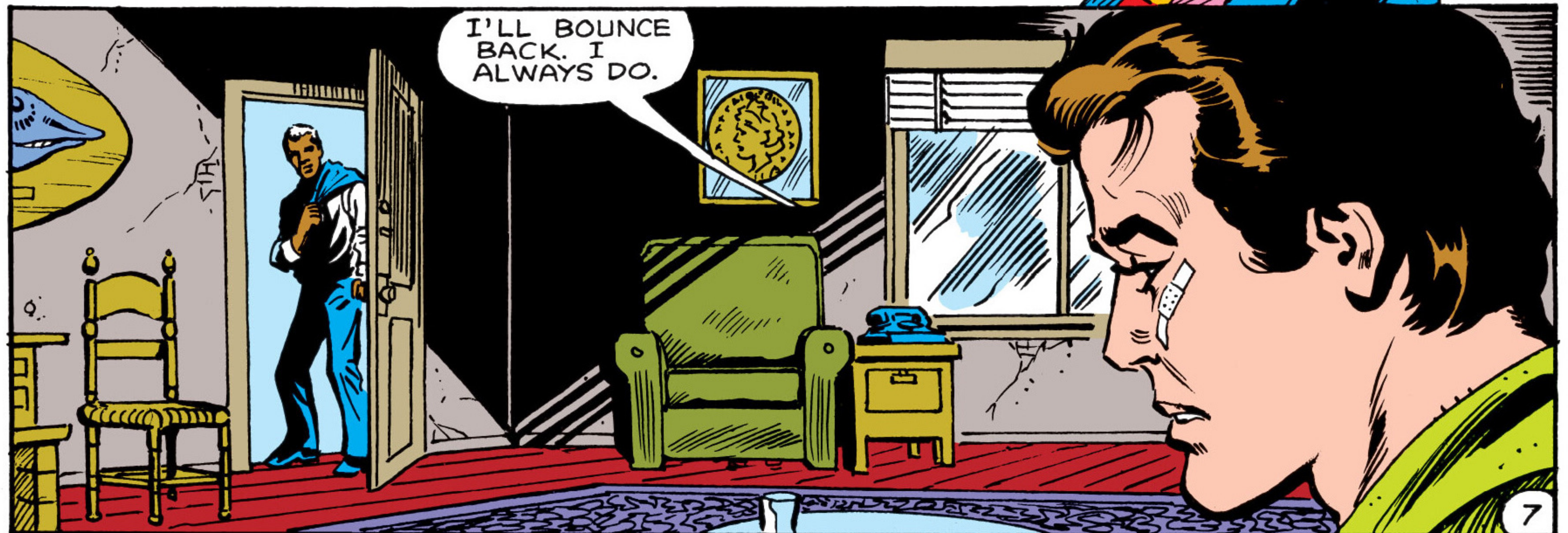
--OR DIE TRYING!

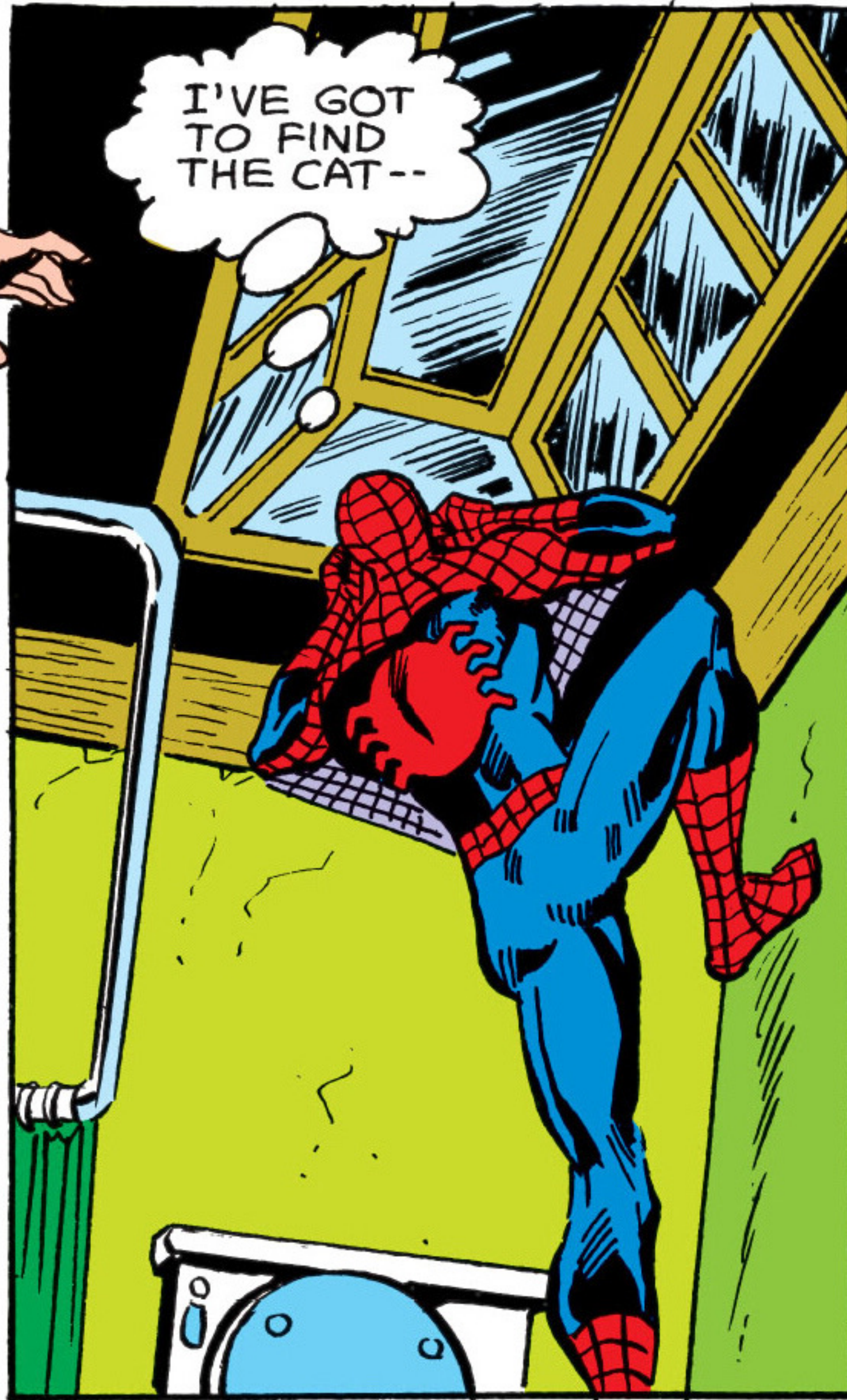
PERHAPS. 3











OTHER POSSIBILITIES
SOON FALL EQUALLY
AS FLAT...

NO ANSWER AT
HENRY PYM'S--
THE MAN WHO GAVE
HIMSELF THE POWER
TO BECOME BOTH
ANT-MAN AND
GOLIATH!

RING
RING

CAN'T STOP MY EXPERI-
MENT AT THIS CRITICAL
STAGE TO ANSWER
THE PHONE...

AND THE
FANTASTIC
FOUR...

...ARE NOT IN TOWN
AT THE MOMENT.

WOULD YOU
CARE TO LEAVE
A MESSAGE?

NO! MAYBE I'M APPROACHING
THIS WRONG, TRYING AS
FELICIA HARDY TO
REACH OUT TO PEOPLE
POTENTIALLY CAPABLE
OF CREATING SOME
KIND OF SUPER-POWER
FOR ME--

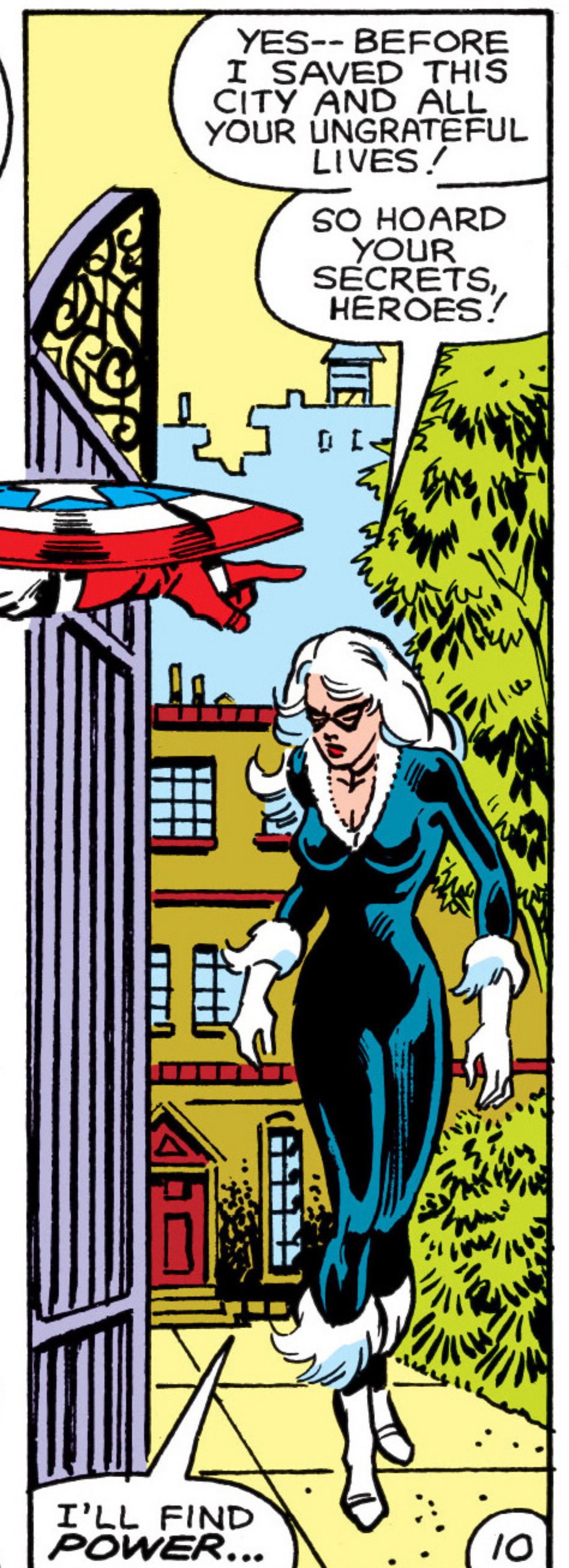
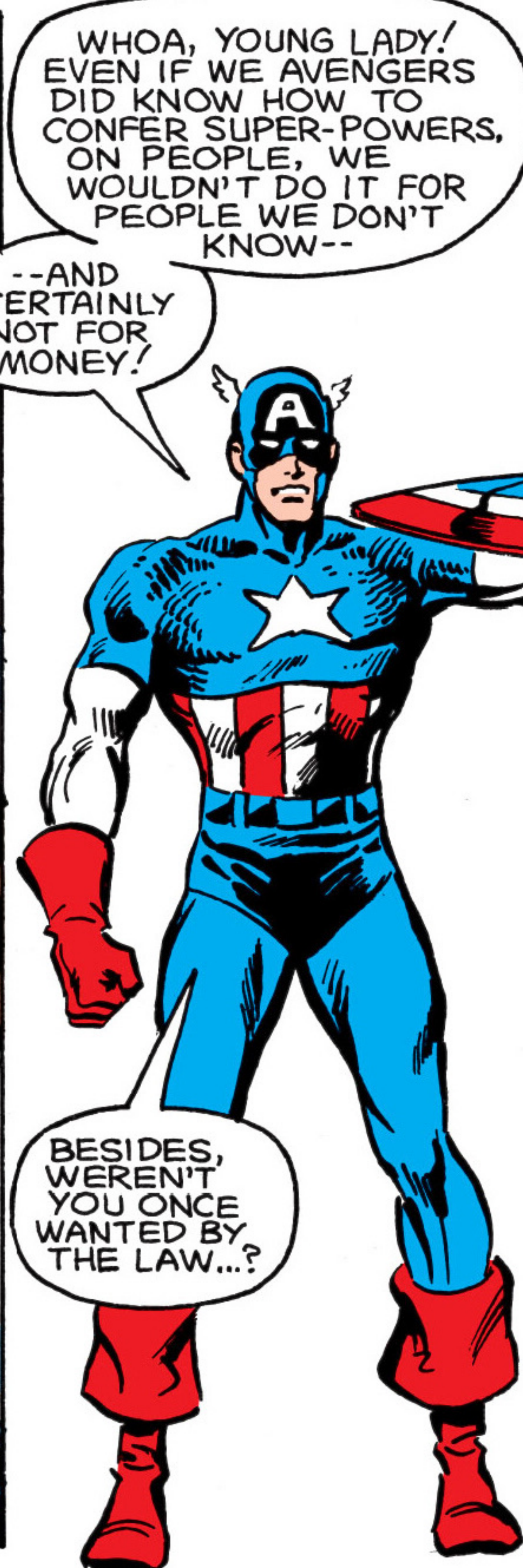
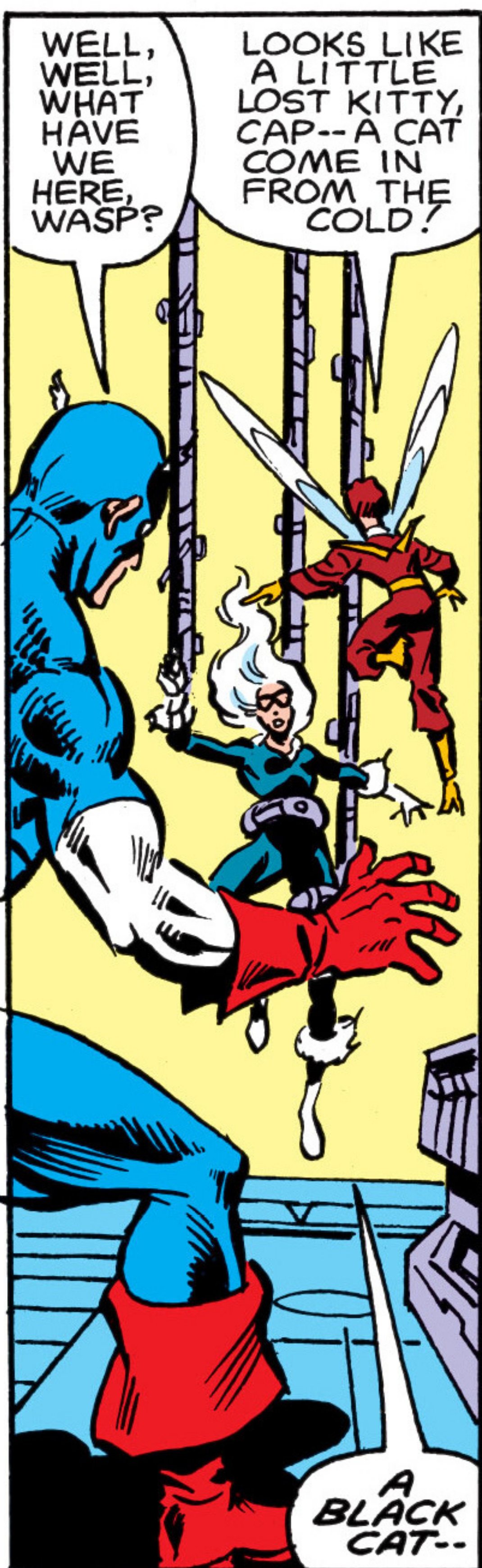
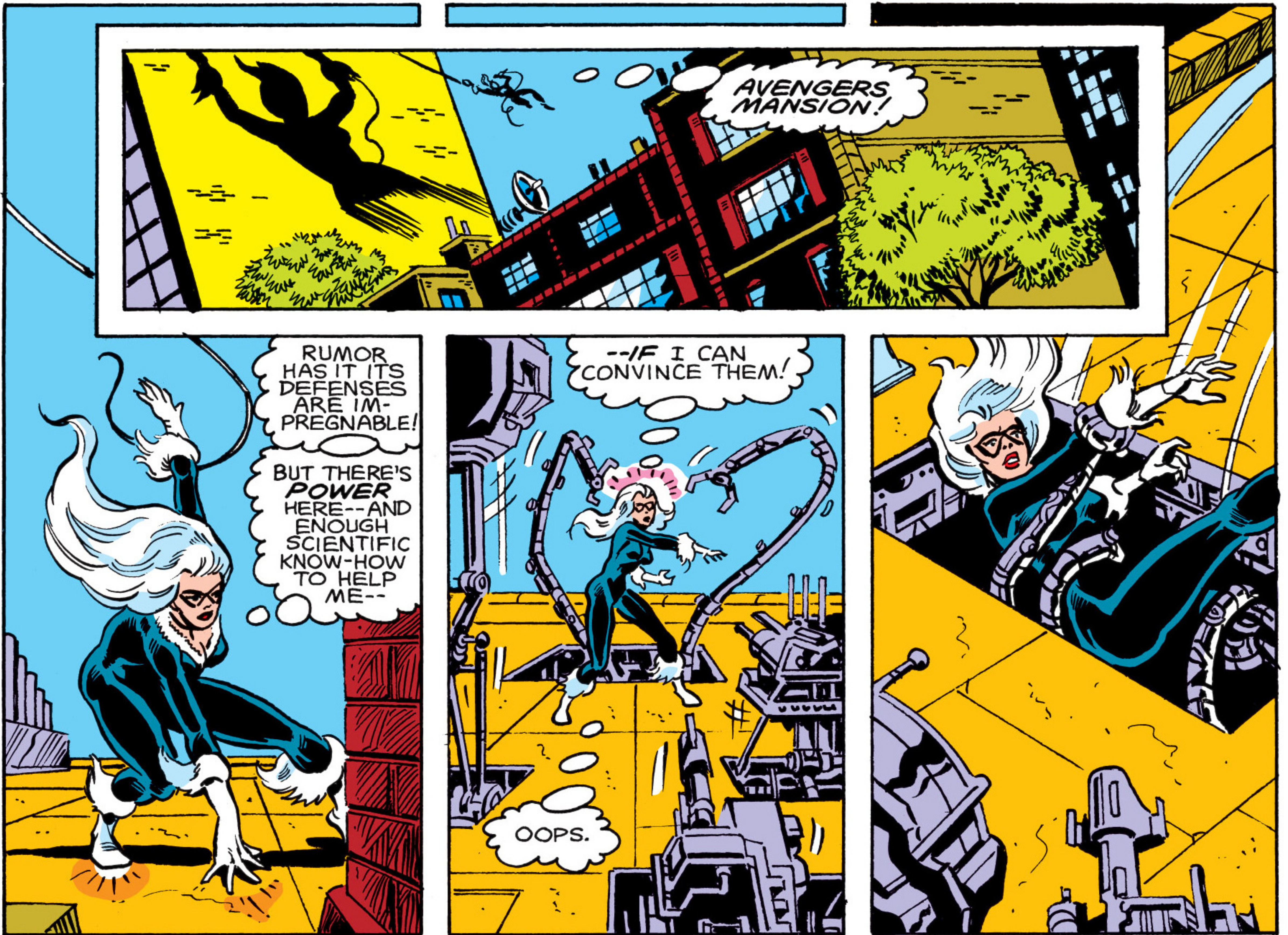
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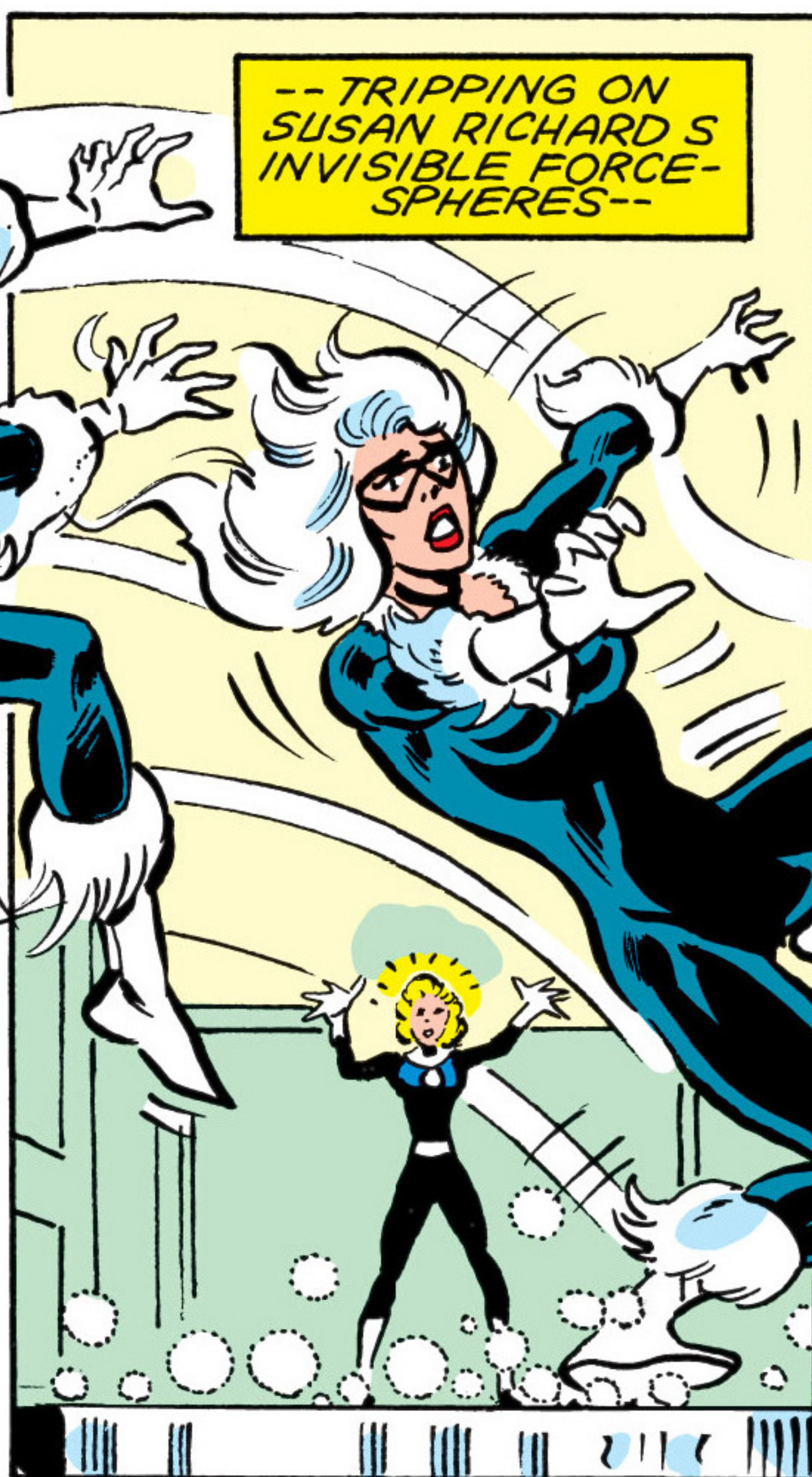
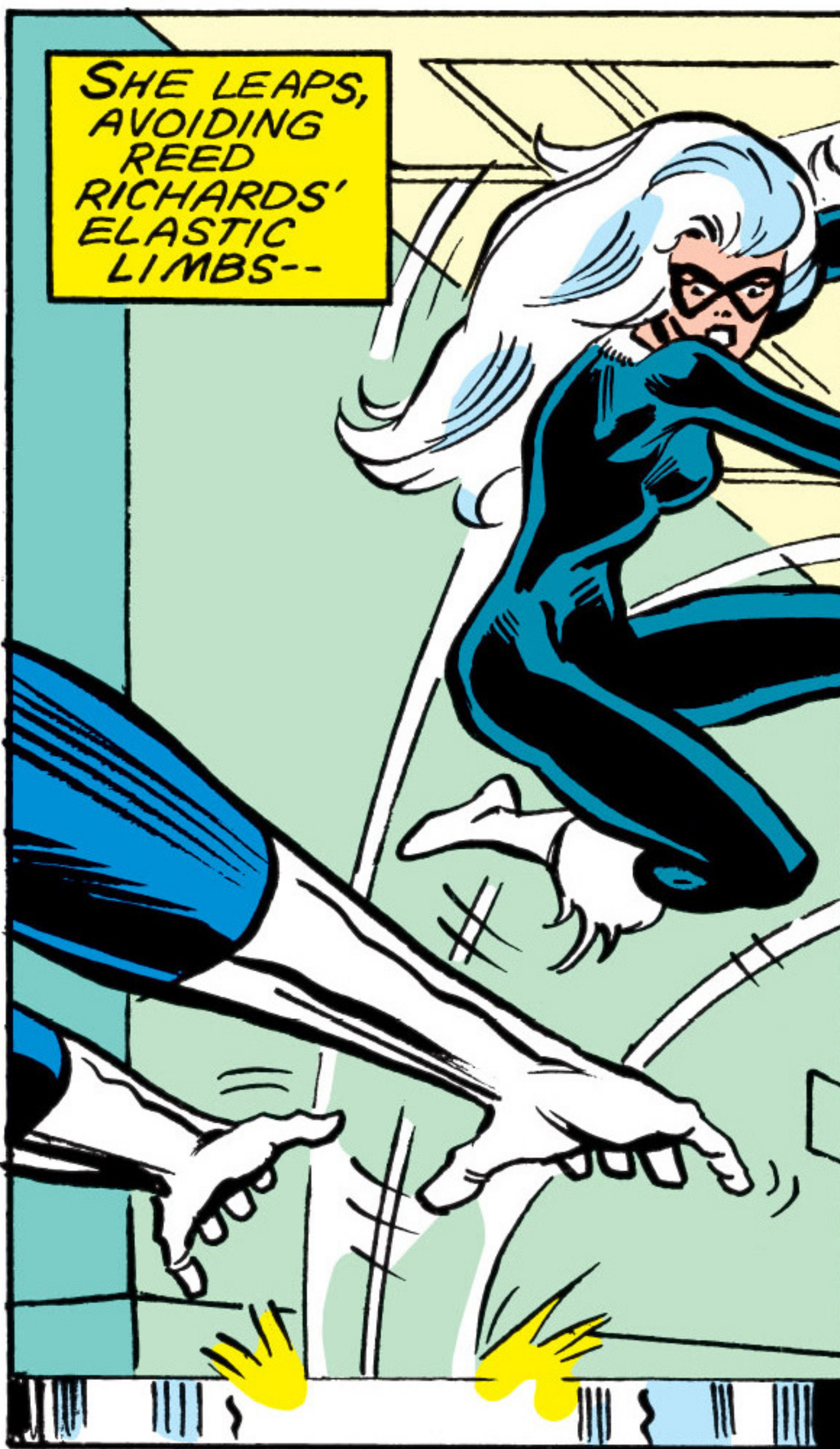
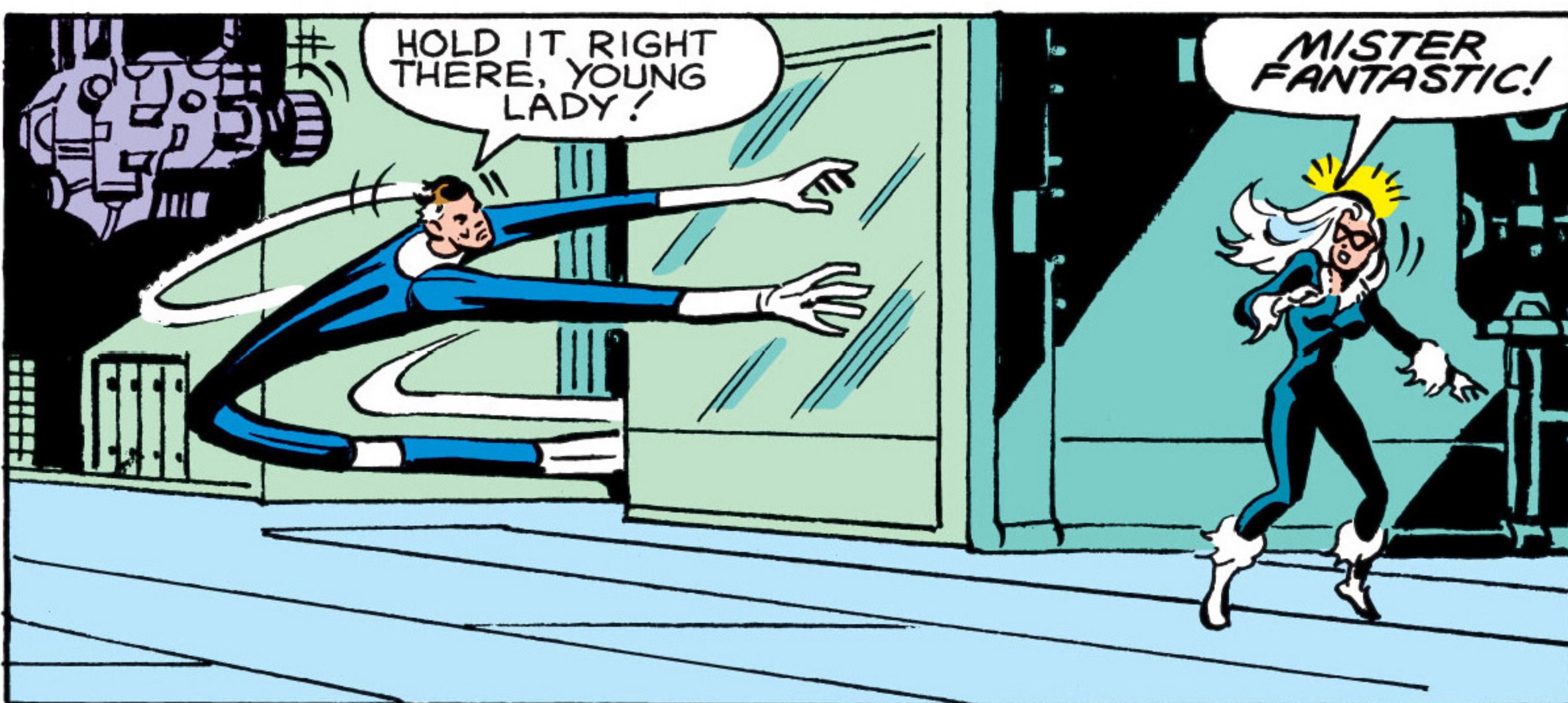
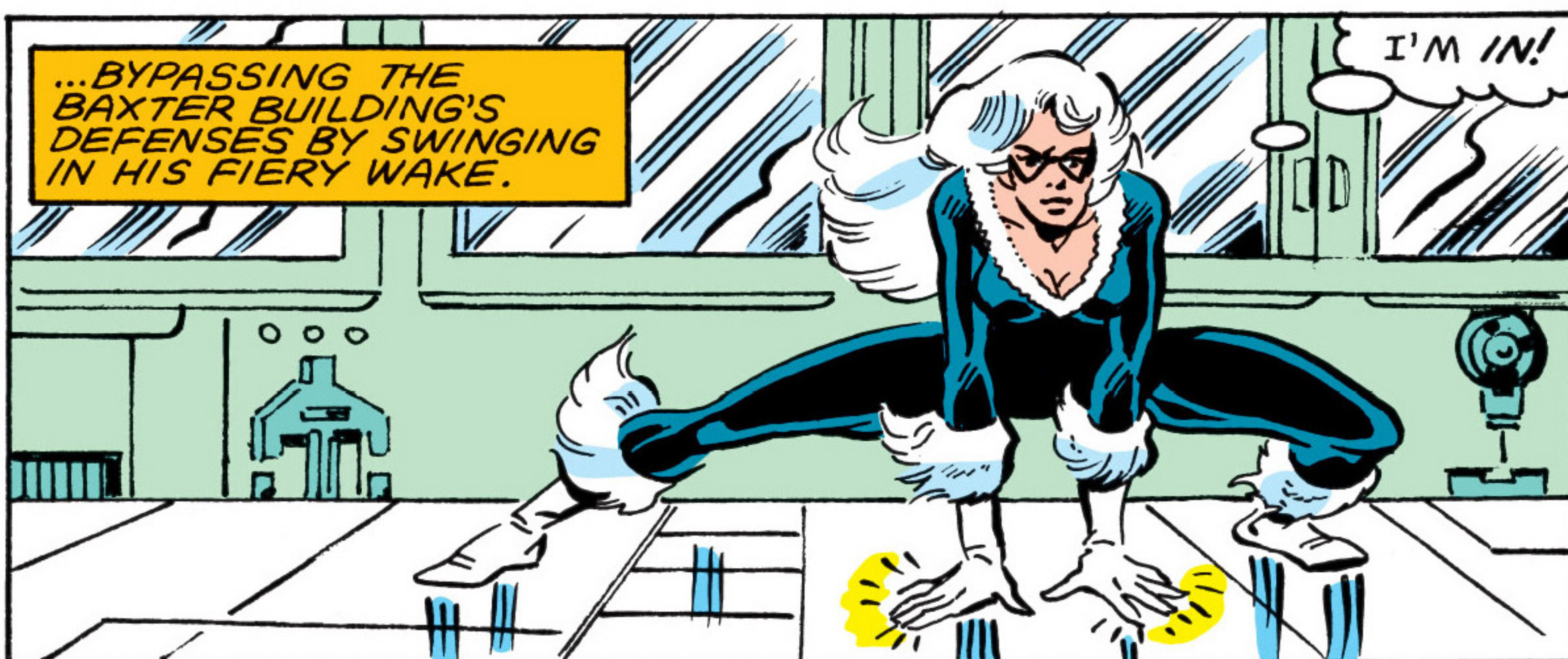
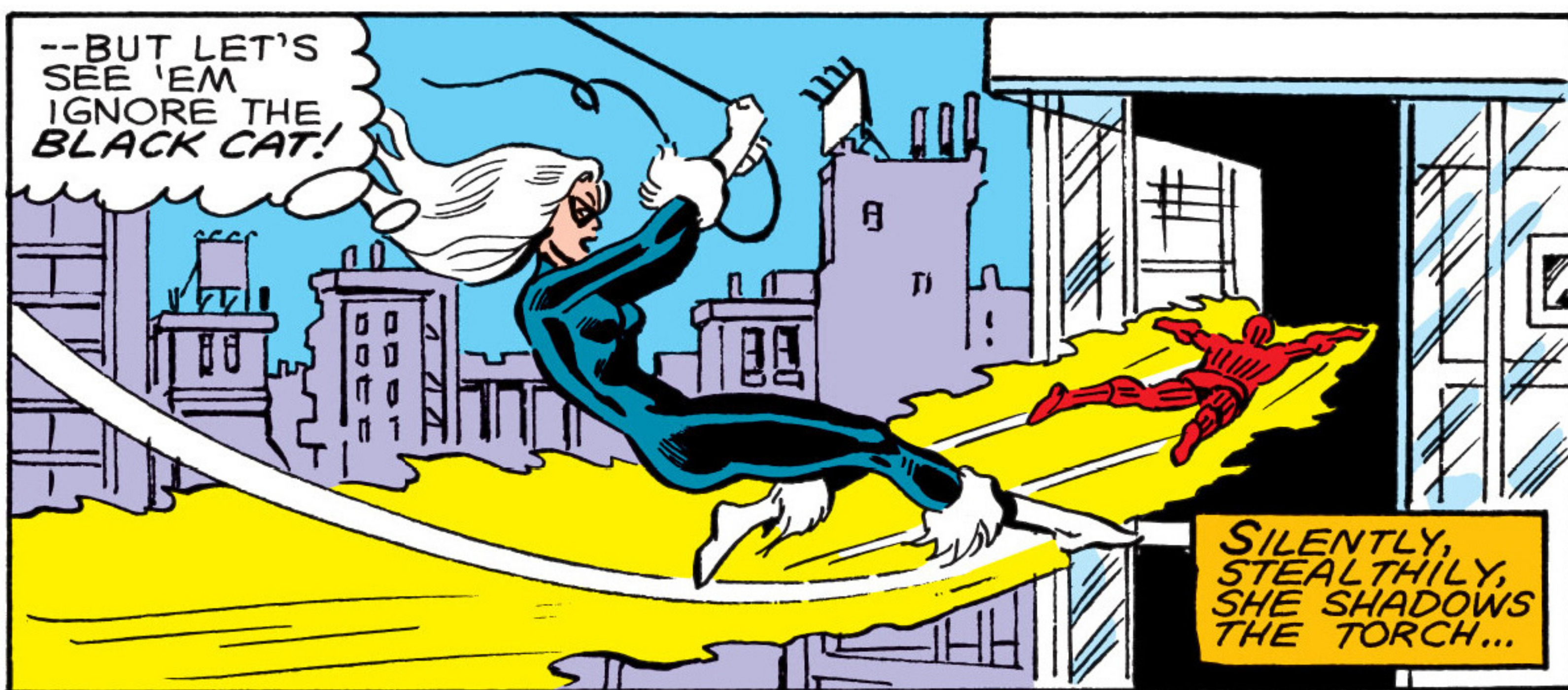
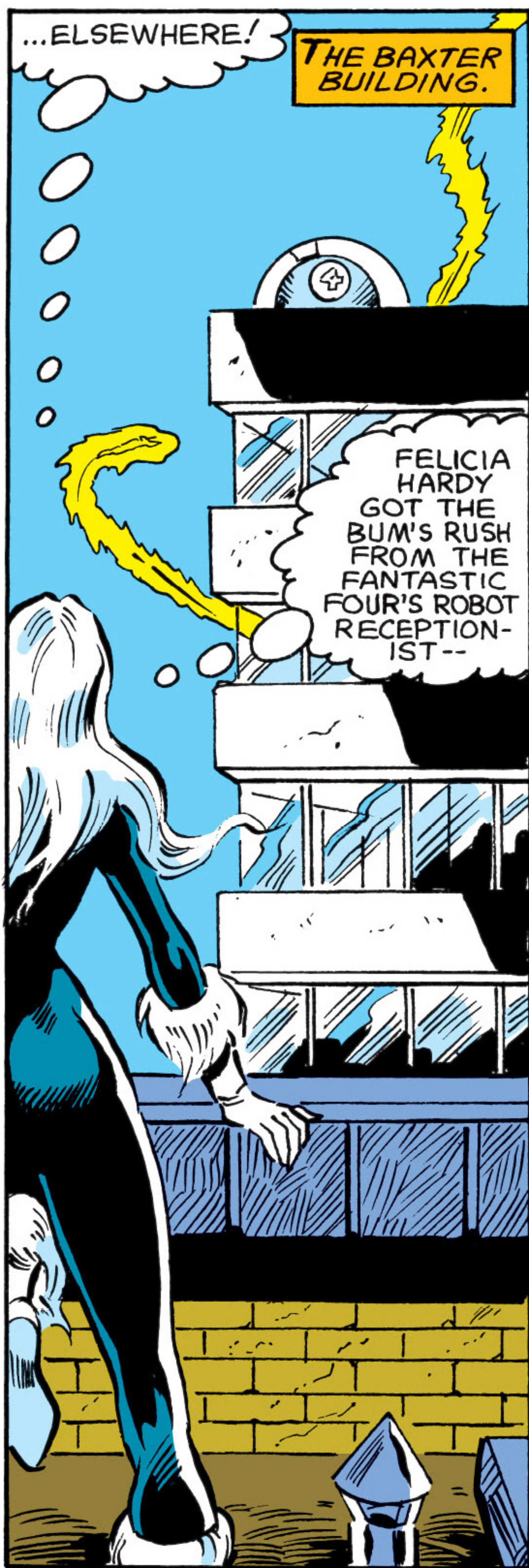
-- INSTEAD
OF DOING IT THE
WAY THAT'S MOST
NATURAL FOR ME...

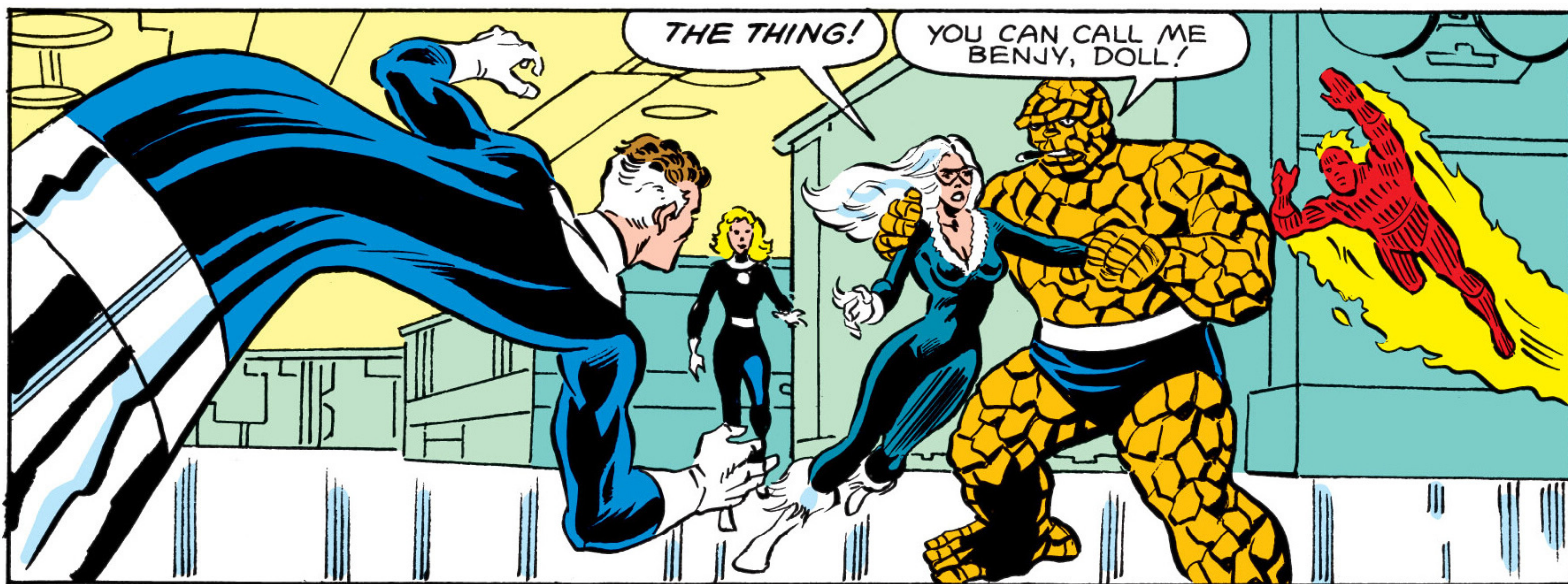
...AS THE
BLACK
CAT!

THE EXCITEMENT
OF DONNING HER
COSTUME AGAIN IS
INTOXICATING.

IT IS FOR THESE
MOMENTS THAT
SHE LIVES.







THE THING!

YOU CAN CALL ME BENJY, DOLL!

YOU'RE SPIDER-MAN'S GIRLFRIEND, AREN'T YOU?

WHAT DO YOU WANT **HERE**?

I LOVE HIM SO...BUT THE FACT THAT I HAVE NO **SUPER-POWERS** MAKES ME A LIABILITY TO HIM.

SO YOU CAME TA US, HOPIN' STRETCH COULD GIVE YA SOME KINDA POWERS, RIGHT?



Y-YES!



POWER'S A DANGEROUS THING, CAT. IT TRAGICALLY ALTERED A WOMAN I LOVED.



WE DIDN'T ASK FOR OURS, CAT--WE GAINED THEM BY ACCIDENT.



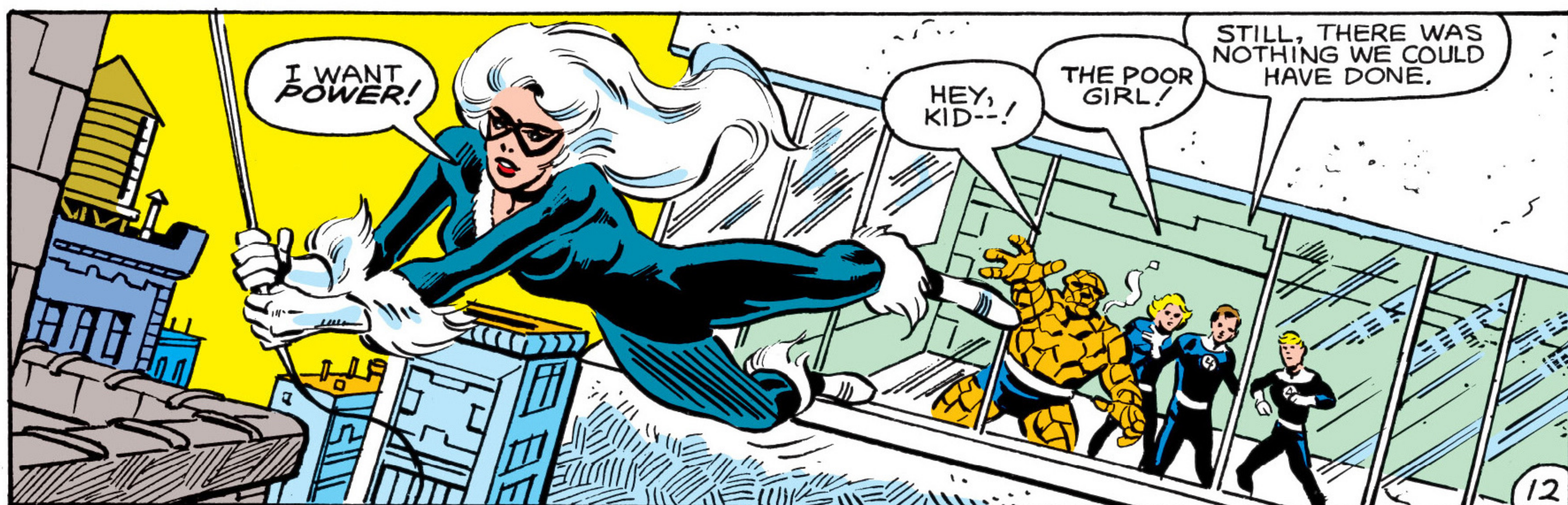
YEAH, AN' LOOK WHAT THEY DONE TA ME! THIS POWER STUFF IS RISKY BUSINESS!

I'D RISK ANYTHING TO BE AN ASSET TO SPIDER-MAN! ANYTHING!



I WAS ONCE CONSIDERED THE WEAKEST MEMBER OF THE FF, CAT. I KNOW HOW YOU MUST FEEL. BUT IF THERE'S A PROBLEM WITH YOUR RELATIONSHIP, EXTRA POWER WON'T SOLVE IT!

I DON'T WANT YOUR ADVICE TO THE LOVELORN!



I WANT **POWER**!

HEY, KID--!

THE POOR GIRL!

STILL, THERE WAS NOTHING WE COULD HAVE DONE.

12



AND SO, THE CAT IS LEFT TO PURSUE OTHER, MORE FAMILIAR AVENUES...

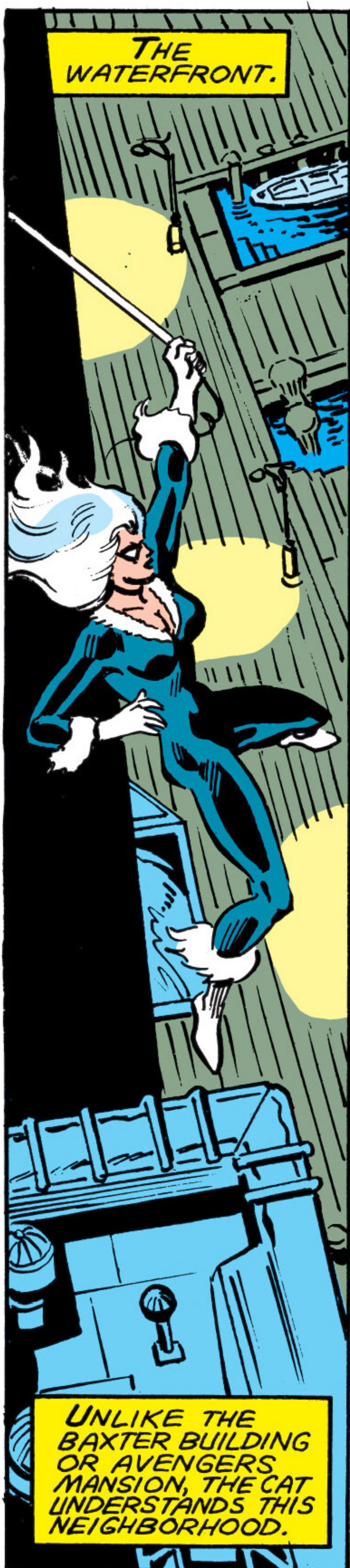
I WAS THE BEST CAT BURGLAR IN THE BUSINESS BEFORE MY LOVE FOR SPIDER MADE ME SWEAR TO GO STRAIGHT.



I WON'T GO BACK ON THAT VOW.

BUT IF THE GOOD GUYS DON'T HAVE THE INFORMATION TO HELP ME--

--MAYBE MY FORMER PEERS DO!



THE WATERFRONT.

UNLIKE THE BAXTER BUILDING OR AVENGERS MANSION, THE CAT UNDERSTANDS THIS NEIGHBORHOOD.



SHE FEELS AT EASE, AT HOME HERE.

SO, WE GONNA HIT THAT POOL HALL TONIGHT.



WHEW!

WHAT THE H---?!



CAT!!

HELLO, LOUIE. BEEN A LONG TIME SINCE YOU FENCED FOR ME.

Y-YOU BACK IN BUSINESS, CAT?

NOT SELLING. BUYING.

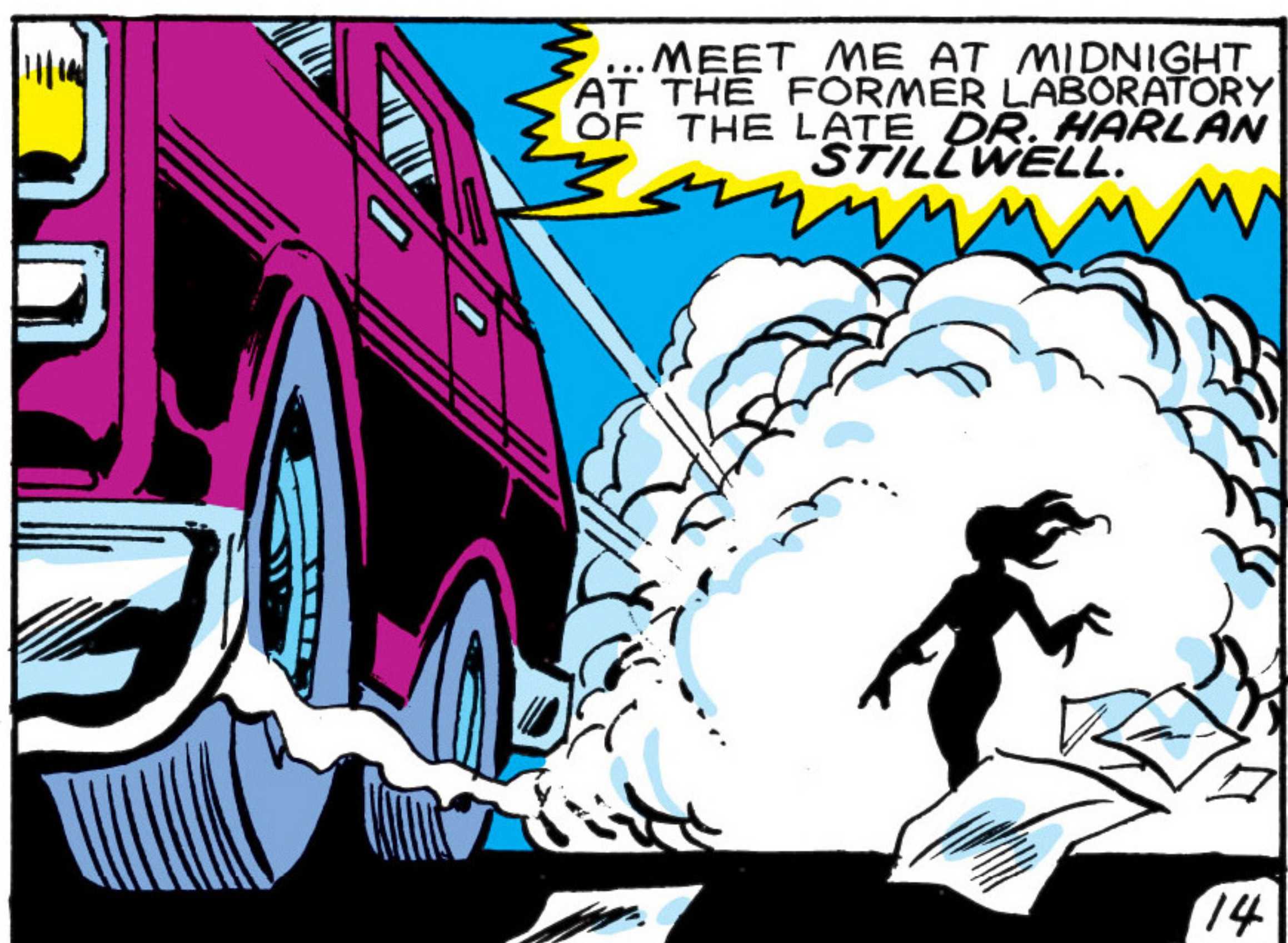
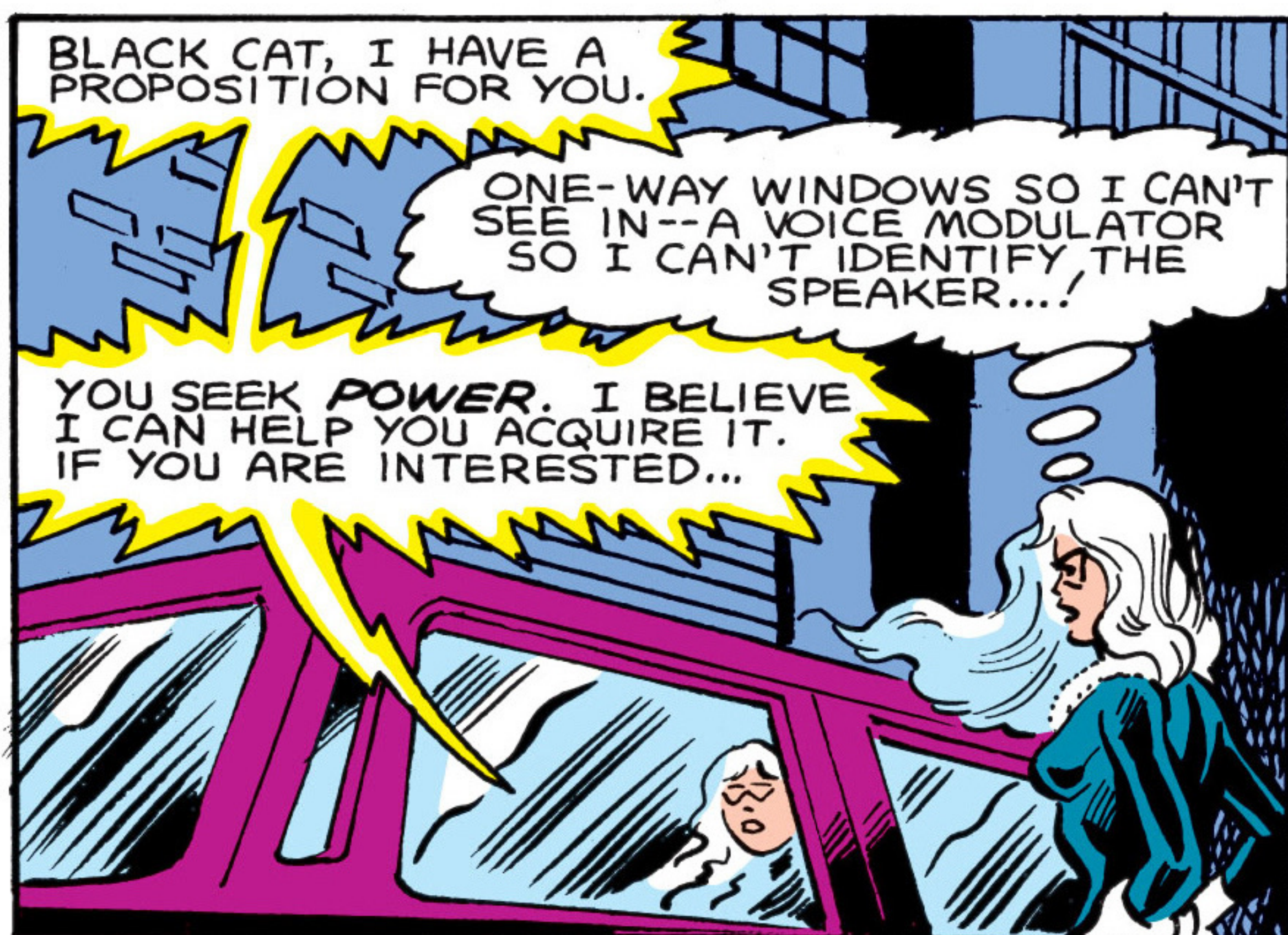
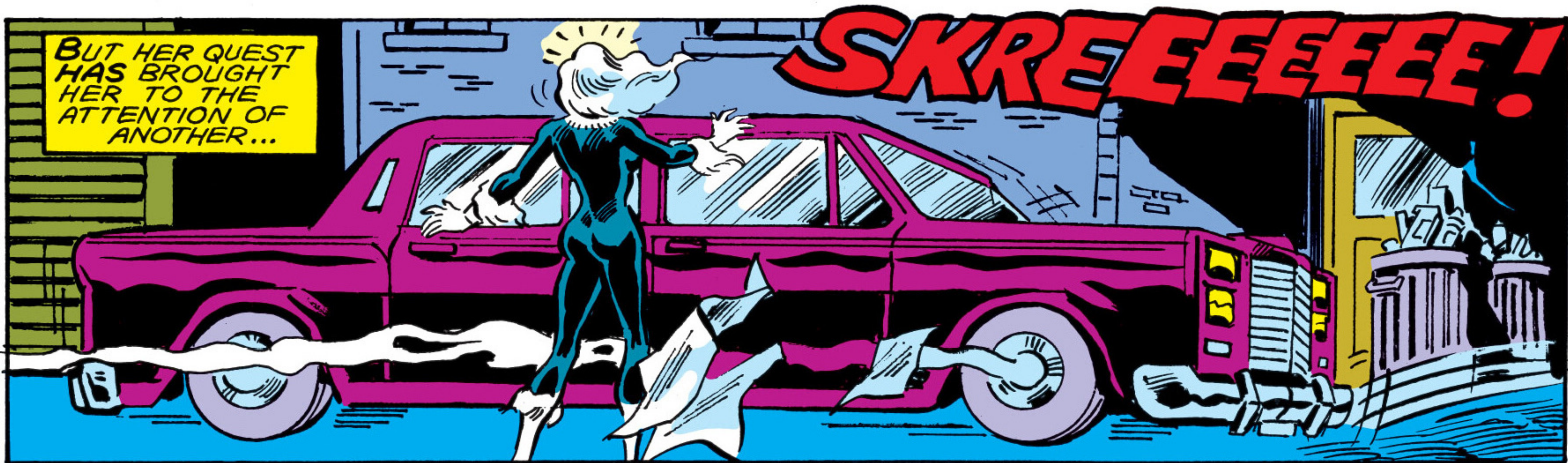
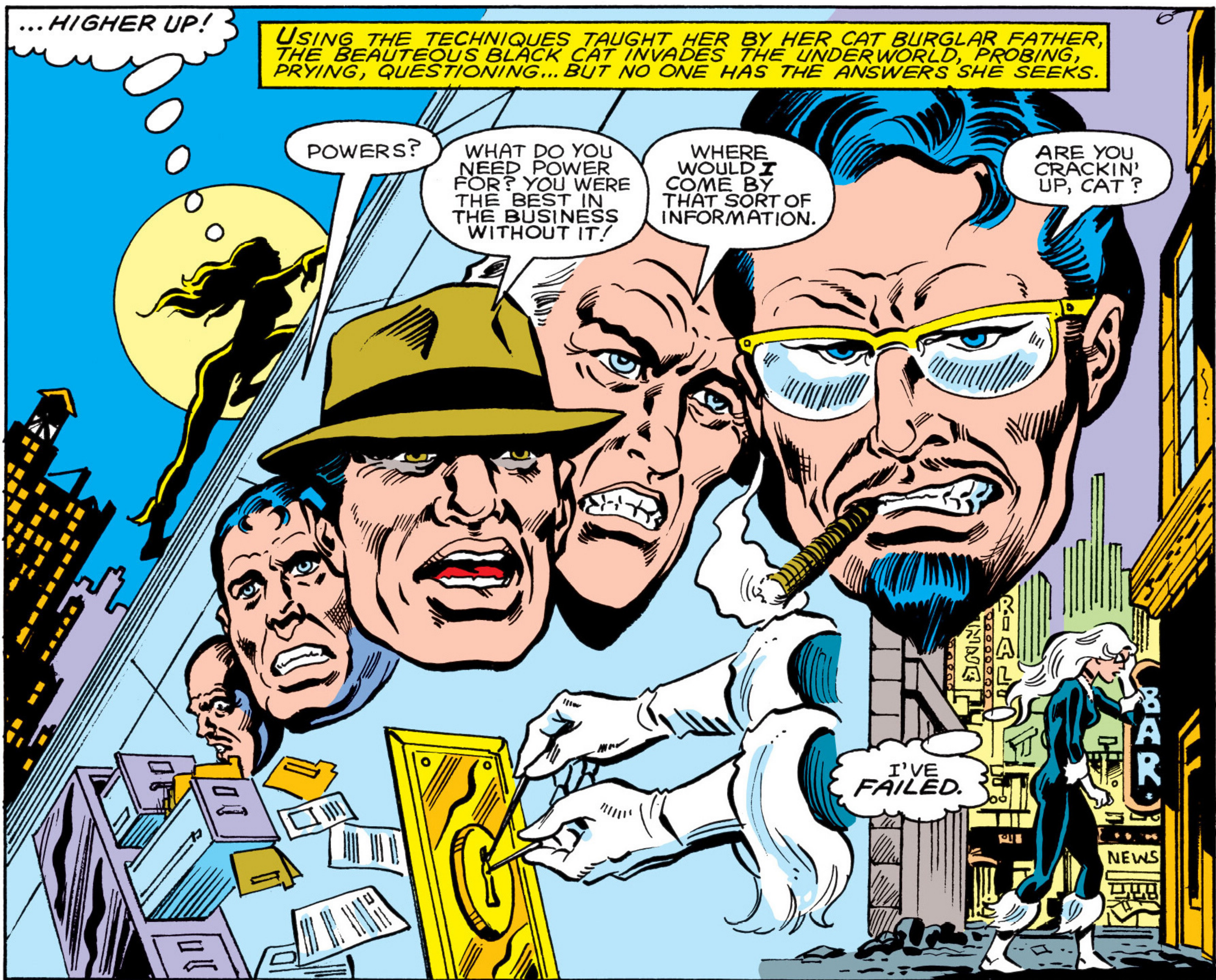
I'M IN THE MARKET FOR A SUPER-POWER, LOUIE.

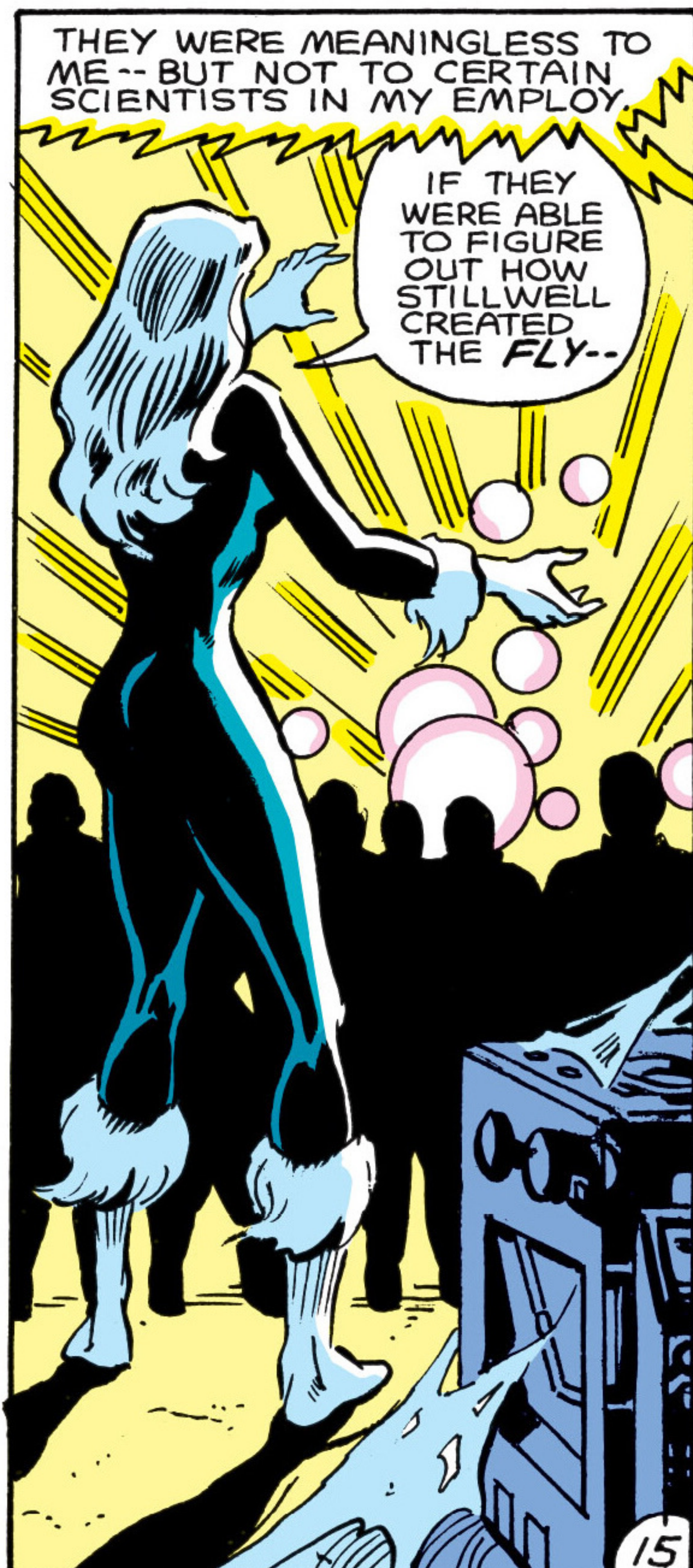
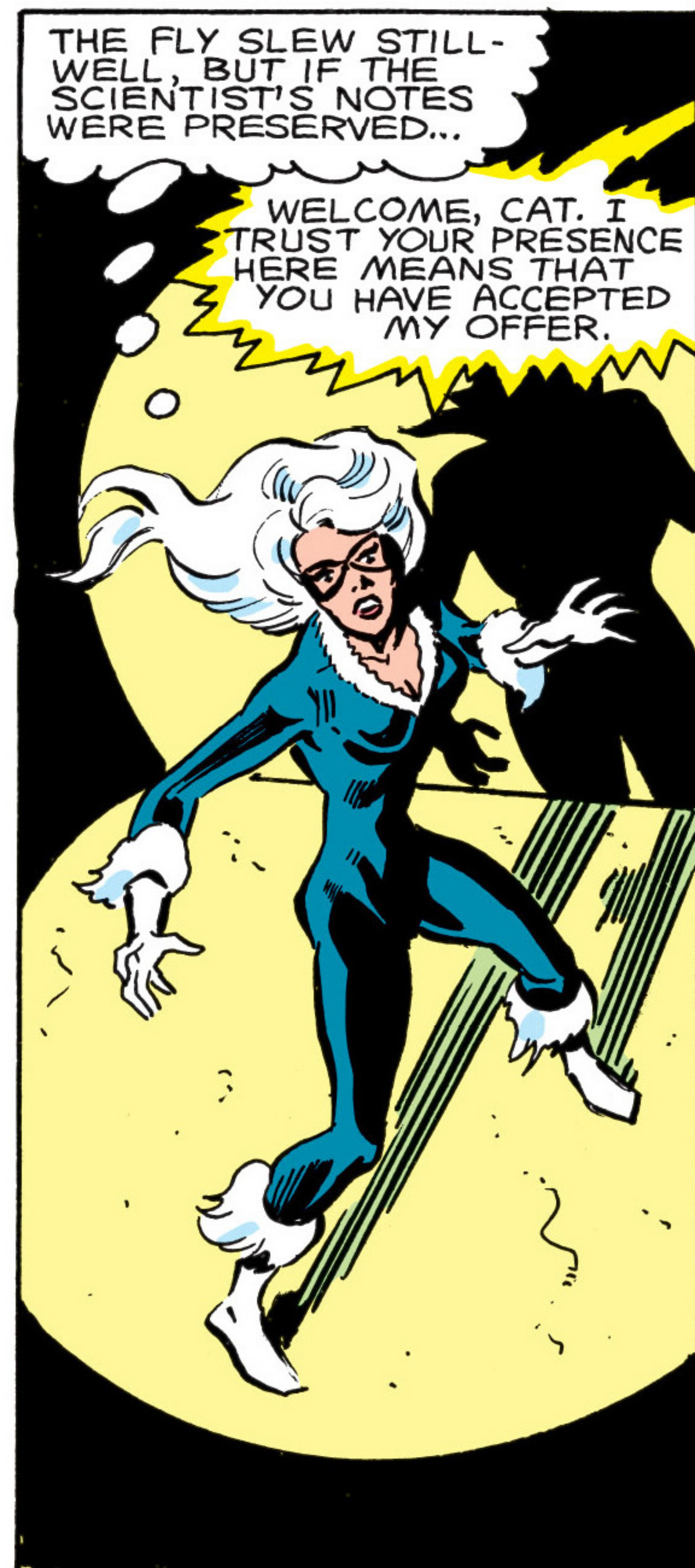
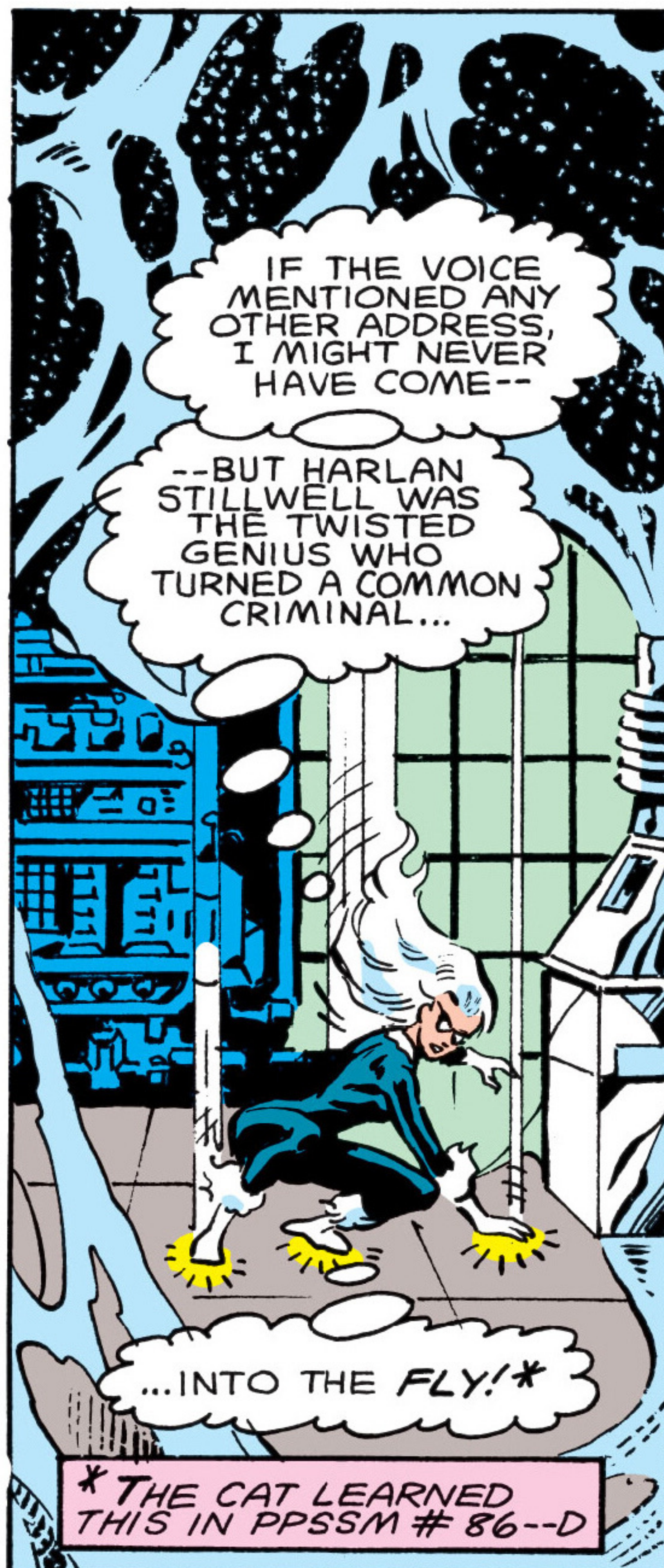


A WHAT? C-CAT, YOU MUST BE KIDDING!

HOT ROCKS, PURLOINED PAINTINGS-- THOSE I COULD HELP YOU WITH! BUT WHAT WOULD GUYS LIKE US KNOW ABOUT SUPER-POWERS??

YOU'RE... RIGHT, LOUIE. YOU WOULDN'T KNOW ANYTHING. I GUESS I'LL HAVE TO GO... (13)



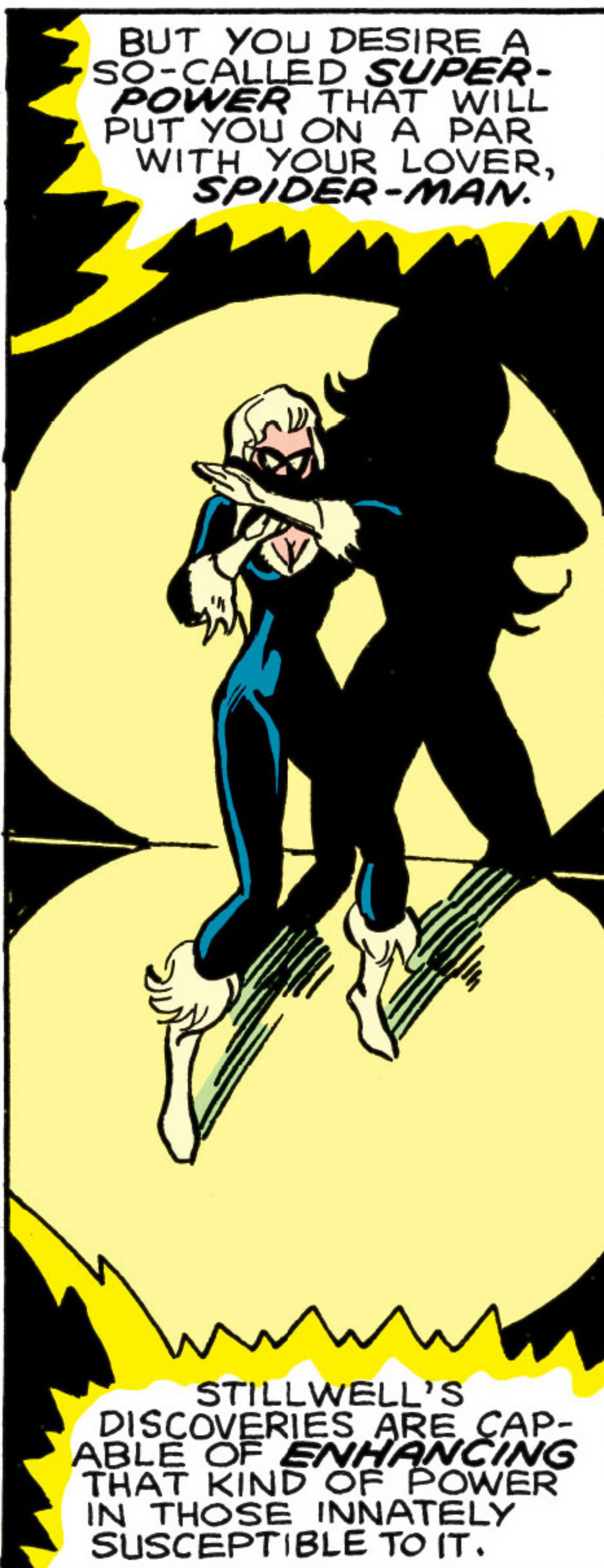




-- THEN WHY DON'T THEY GIVE **YOU** THE POWER YOU'RE NOW OFFERING TO **ME**??



THERE IS POWER, CAT... AND THEN, THERE IS POWER. I HAVE MY OWN KIND, AND IT SATISFIES ME.



BUT YOU DESIRE A SO-CALLED **SUPER-POWER** THAT WILL PUT YOU ON A PAR WITH YOUR LOVER, **SPIDER-MAN**.

STILLWELL'S DISCOVERIES ARE CAPABLE OF **ENHANCING** THAT KIND OF POWER IN THOSE INNATELY SUSCEPTIBLE TO IT.



YOU MEAN... THE POWER MAY ALREADY BE **INSIDE ME**??

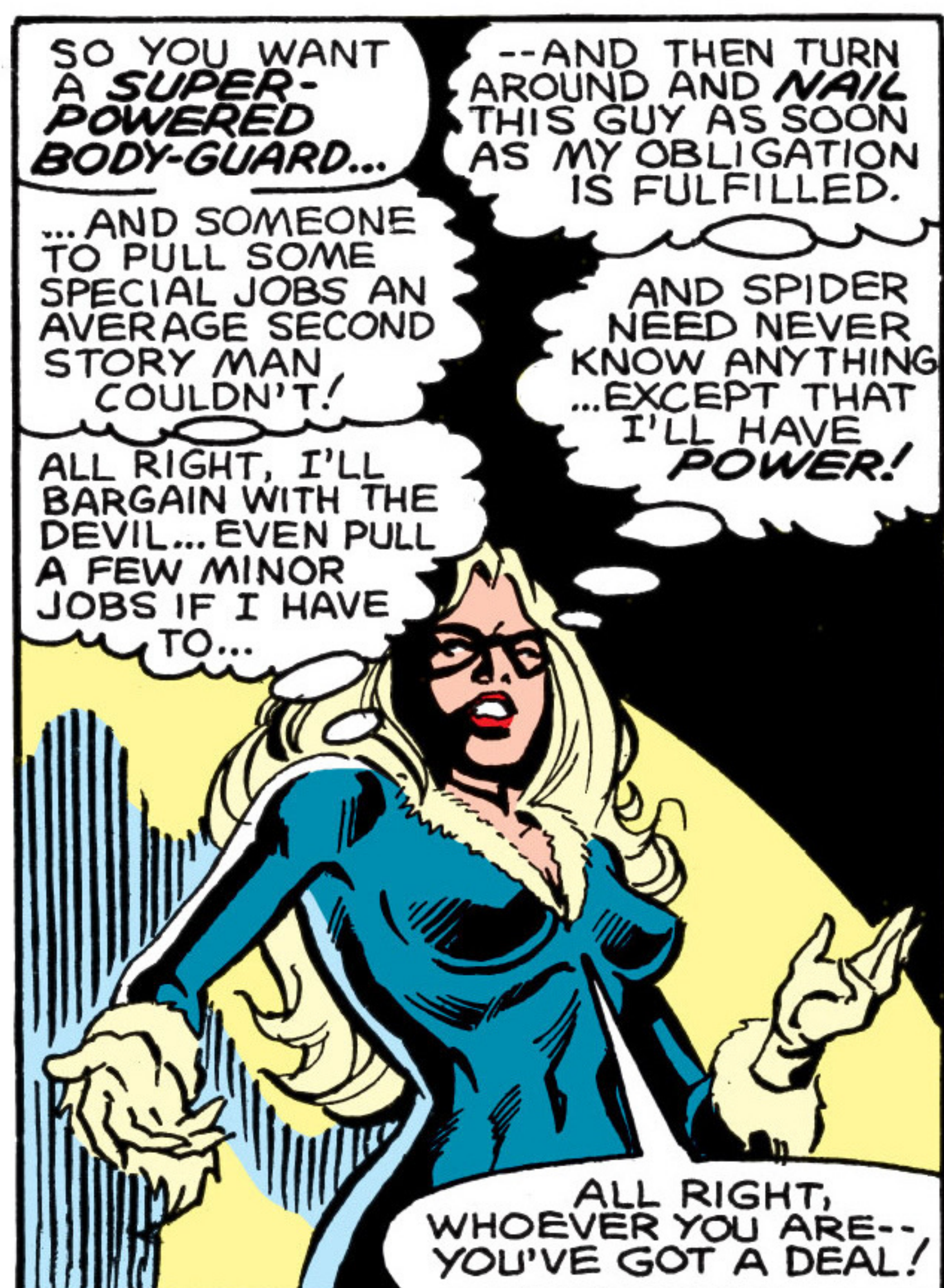
PERHAPS. PERHAPS NOT. PRELIMINARY TESTING WILL DETERMINE THAT.

AND I SUPPOSE YOU'RE DOING THIS FOR HUMANITARIAN REASONS?

NO. IF I SUCCEED IN GIVING YOU **POWER**, I REQUIRE, IN EXCHANGE, YOUR **SERVICES**.

SERVICES AS WHAT? FOR WHAT?

I HAVE MANY... ENEMIES.



SO YOU WANT A **SUPER-POWERED BODY-GUARD**...

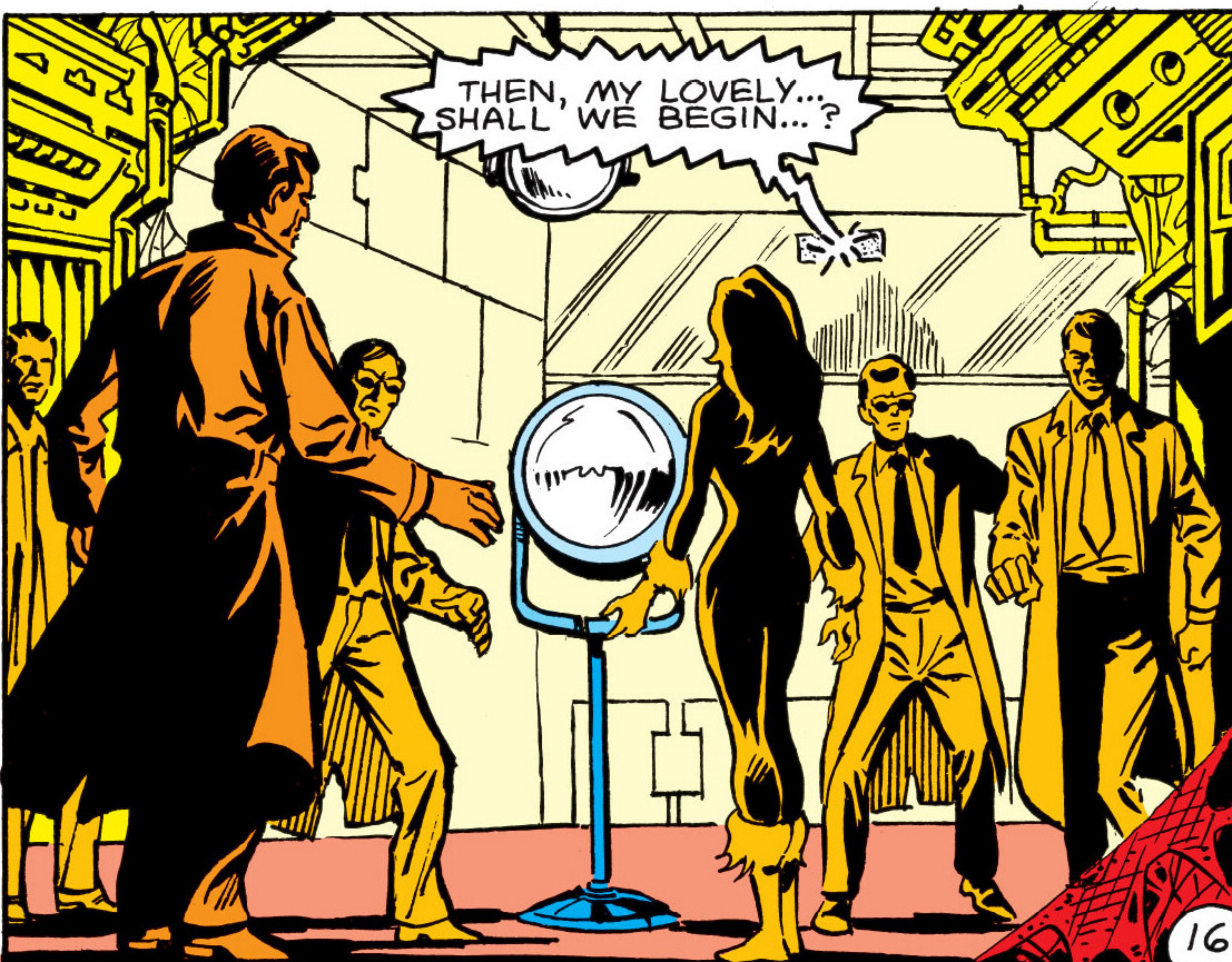
...AND SOMEONE TO PULL SOME SPECIAL JOBS AN AVERAGE SECOND STORY MAN COULDN'T!

ALL RIGHT, I'LL BARGAIN WITH THE DEVIL... EVEN PULL A FEW MINOR JOBS IF I HAVE TO...

--AND THEN TURN AROUND AND **NAIL** THIS GUY AS SOON AS MY OBLIGATION IS FULFILLED.

AND SPIDER NEED NEVER KNOW ANYTHING... EXCEPT THAT I'LL HAVE **POWER!**

ALL RIGHT, WHOEVER YOU ARE-- YOU'VE GOT A DEAL!



THEN, MY LOVELY... SHALL WE BEGIN...?

